

			Review valuation issue/impact of Equity's arguments on sub-debt (.5). Review PUHCA and SEC arguments regarding disclosure/remedies for failure to disclose and conference with Ms. O'Mara
8/9/2004	Darwin, Amanda	637.00	1.4 regarding same (.9).
8/10/2004	Darwin, Amanda	910	Review supplemental statement/confirmation of filing (.5). Review objections to plan from Wilmington 2 and Harbert (.6). Review PUHCA issues identified by Mr. Dewees (.6). Review incoming pleadings (.3). Continue review of Montana law (1.3). Review indenture trustee memos (.6). Review Harbert HSBC claims objection (.8). Conference with Mr. Dewees on PUHCA issues (.4). Review literature on
9/10/2004	Snellings, John V.	2,128.50	4.3 cramdown (1.2).
9/11/2004	Deweese, Robert L. Jr.	1,504.00	Review Wilmington Trusts 8/2/04 objection to confirmation of plan (1.1). Review exhibits and docket 3.2 entries (.5). Review Wilmington Trusts 7/12/04 Motion to disallow claims of HSBC bank (1.6).
		88,735.00	
1/29/2004	Hamblett, Frank S.	220	Revise letter to Ms. Russo and others regarding Tripartite Agreement (.2); follow up with claims agent 0.5 regarding proofs of claim (.3).
5/4/2004	Hamblett, Frank S.	792.00	1.8 Further revise proofs of claims (1.8).
5/6/2004	Darwin, Amanda	819.00	Review incoming summary from Committee counsel regarding yesterday's hearing (.4). Review docket regarding motions to be heard (.3). Analysis of hearing transcript at Montana PSC (.3). Review Issues 1.8 raised by Comanche (.3). Follow-up regarding candidates for local counsel (.5).
5/7/2004	Darwin, Amanda	819.00	Review correspondence from and to Mr. Schmeichel regarding representations made by the parent company (.4). Review possibility of seeking separate committee (.5). Telephone conference with Mr. 0.4 Fisher regarding next action (.3). Research regarding separate committee (.6).
5/7/2004	Deweese, Robert L. Jr.	188	0.6 Review documents sent by Mr. Schmeichel on NorthWestern's financings.
5/7/2004	Harrington, Lee	189	Review various objections to disclosure statement.
5/10/2004	Darwin, Amanda	728	Review constituencies represented by Committee (.3). Review other matters to be heard at omnibus hearing (.3). Telephone conference with Ms. Costello (.3). Review email correspondence from Ms. Costello (.2). Telephone conference with Ms. Miller (.3). Review email correspondence from
5/11/2004	Darwin, Amanda	182	1.6 Committee counsel (.2). 0.4 Review incoming correspondence regarding registration rights agreement (.4).
5/11/2004	Deweese, Robert L. Jr.	987	Review Debtor's motion for order enforcing the automatic stay against the Montana Public Service Commission and accompanying affidavit (.8). Review testimony and recommendations of John Wilson 2.1 on behalf of the Montana Consumer Council with particular attention to treatment of QUIPS (1.3).

5/12/2004 Darwin, Amanda	1,046.50	2.3 counsel (.4).	4	
		Complete review of Wilson testimony and recommendations for financial structure and accounting policies for NorthWestern Energy or utility subsidiary of NorthWestern Corp. (1.3). Telephone conference with Mr. Harris (.3). Search MPSC orders (.6). Review QUIPS approval order from 3.6 Montana PSC and last PSC rate order approving Montana Power Co.'s capital structure (1.4).		
5/12/2004 Dewees, Robert L. Jr.	1,692.00	0.6 Follow up with Ms. Miller regarding motion pro hac (.3).	4	
5/12/2004 Hamblett, Frank S.	132	0.4 Correspondence relating to Montana complaint.	4	
5/13/2004 Darwin, Amanda	182	Telephone conference with Mr. Harris regarding Montana PSC proceedings regarding sale and representations made by NOR officials to the PSC regarding keeping utility assets in separate subsidiary (.5). Review Montana PSC orders in CSFB financing (.5). Review Montana Power Company's capital structure regarding any claim that can be made that NOR violated Montana utility statutes with the going flat transaction (.5). Telephone conference with Mr. Harris regarding obtaining materials from the MPSCSale docket and emails to/from Mr. Harris (.5). Review transcript of hearing 3.4 (.4).	4	
5/13/2004 Dewees, Robert L. Jr.	1,598.00	0.5 Prepare and file pro hac vice motion.	4	
5/13/2004 Harrington, Lee	157.5		4	
5/14/2004 Dewees, Robert L. Jr.	376	0.8 Emails to/from Mr. Harris (.3). Review Montana PSC testimony and discovery in sale docket (.5). Review Magten complaint against Paul Hastings and telephone calls and e-mail correspondence with 1.2 Ms. Costello, Mr. Fisher and Mr. Healy regarding same (1.2).	4	
5/14/2004 Hamblett, Frank S.	528.00	0.6 Review pleadings and coordinate Mr. Snellings' appearance in Arizona Bankruptcy Court. Telephone call with Ms. Costello regarding Magten complaint against Paul Hastings (.3). Review court 0.5 order denying joinder of Comanche Park and McGreevey (.2).	4	
		Review status of motions to lift stay by McGreevey and Comanche and impact on advisory proceeding regarding same (.4). Review arguments of Wilmington regarding PUHCA matter and impact on factual allegations on adversary proceeding (.6). Review incoming inquiry from bondholder (.5). Review incoming correspondence from Mr. Fisher (.3). Review Committee position on noticing creditors (.6). Review issues relating to Magten position/possible notice to creditors (.6). Review request to join in suit 4 against counsel and prepare for discussions with client regarding same (1.0).		
5/19/2004 Darwin, Amanda	1,820.00	0.3 Telephone conference with Ms. Whittle regarding SEC cases under PUHCA.	4	
5/19/2004 Dewees, Robert L. Jr.	141		4	

			Review correspondence from and to Ms. Costello (.4). Prepare for conference call with client (.7).
5/20/2004 Darwin, Amanda	910.00		Review statements made by judge from the bench (.4). Conference call with Mr. Fisher and Mr. Snellings (.5).
5/20/2004 Snellings, John V.	495		Conference call with client to review hearing issues (.5). Discussion with John Riddle on aiding and abetting lawsuit (.5).
5/21/2004 Dewees, Robert L. Jr.	423		0.9 Review settlement between MPSC and NorthWestern over PSC current investigation.
			Review incoming press clipping and correspondence to Mr. Fisher and Mr. Healy regarding same (.3). Review potential offer from Montana cities (.2). Review correspondence from Mr. Fisher (.3). Review incoming information regarding court docket (.3). Review creditor comments to amended plan (.4).
5/24/2004 Darwin, Amanda	819		1.8 Review incoming correspondence from Debtor in response (.3).
5/24/2004 Dewees, Robert L. Jr.	235		0.5 Review materials on membership on Creditor's Committee issues and emails from Ms. Darwin.
5/25/2004 Harrington, Lee	63		0.2 Meeting with Mr. Snellings to discuss case status.
5/25/2004 Snellings, John V.	148.5		0.3 Review dockets for decision on motion for relief (.3).
			Review order approving plan and disclosure statement and prepare summary of relevant deadlines (.6). Telephone call and e-mail correspondence with Ms. Denniston regarding solicitation packages/distribution (.4). Telephone call and e-mail correspondence with Mr. Curchack regarding 1.4 property trustee/successorship (.4).
5/27/2004 Hamblett, Frank S.	616		1. Correspondece to Mr. Healy and Mr. Fisher regarding complaint (.4). Review complaint (.6).
3/12/2004 Darwin, Amanda	455.00		0.4 Conference call with Mr. Healy and Mr. Fisher regarding joining Magten complaint (.4).
3/23/2004 Darwin, Amanda	182.00		1.2 Conference with client on issues concerning draft complaint and preparation for same.
3/23/2004 Snellings, John V.	594		Review certain issues regarding requested relief in complaint and possible treatment under Plan in 1.3 response to same (1.3).
3/30/2004 Darwin, Amanda	591.50		
			Prepare for conference with Mr. Kaplan, including review of joinders and objections to Magten's motion 2.2 for relief from stay (1.4). Conference call with Mr. Snellings, Mr. Kaplan, and Ms. Costello (.8).
4/5/2004 Darwin, Amanda	1,001.00		0.5 Review Magten complaint.
4/5/2004 Snellings, John V.	247.5		Several telephone conferences with Mr. Fisher regarding indemnity agreement and joining complaint (.5). Review issues of property trustee and standing (.4). Review accuracy of certain factual statements in complaint (.3). Review correspondence from Ms. Moss regarding exchange issues (.2). Review 2.4 indemnity agreement (.8). Correspondence to Ms. Costello (.2).
4/6/2004 Darwin, Amanda	1,092.00		Review trust agreement, guarantee agreement and Indenture (1.1). Review Magten's proposed form of 1.9 complaint (.8).
4/6/2004 Hamblett, Frank S.	836.00		Telephone conference with Ms. Costello regarding paperwork needed for tomorrow's hearing (.3).
4/7/2004 Darwin, Amanda	364.00		0.8 Review issues relating to standing/responses to objections (.5).

4/7/2004 Hamblett, Frank S.	704	Draft letter to Mr. Curchack, BNY's counsel, regarding Magten/fraudulent conveyance claim (1.2).	4
4/12/2004 Darwin, Amanda	227.50	0.5 Review issues relating to joint defense arrangement (.5). Review Magten complaint (.8). Review outstanding issues regarding lift stay order (.5). Correspondence to Ms. Costello and telephone conference with Ms. Costello regarding the same (.5). Review issues related to filing of complaint/service and local counsel issues (.8). Correspondence 3 regarding status of order/filing of complaint/10-day filing limitation (.4).	4
4/15/2004 Darwin, Amanda	1,365.00		
4/15/2004 Hamblett, Frank S.	2,508.00	Prepare notice to holders regarding pending litigation (1.9). Review complaint and telephone calls with 5.7 Ms. Costello regarding filing/local counsel issues (1.4). Draft and revise joint defense agreement (2.4). 0.9 Review complaint and deal with filing same (.9).	4
4/15/2004 Snellings, John V.	445.50	Review and sign off on revisions to notice to holders (.6). Review issues relating to selection of local counsel, filing of complaint (.2). Review issues relating to joint debtor agreement (.2). Review follow-up 1.2 correspondence from the Committee regarding complaint (.2).	4
4/16/2004 Darwin, Amanda	546		
4/16/2004 Hamblett, Frank S.	2,552.00	Revise notice to holders and telephone calls with and e-mail correspondence to Mr. Healy and Mr. Snellings regarding same (1.9). Review and revise complaint and telephone conferences with Mr. Burnett and Ms. Costello regarding same (1.7). Telephone call with Committee's counsel regarding 5.8 plan/indenture trustee's comments (.2). Revise and complete joint defense agreement (2.0).	4
4/19/2004 Snellings, John V.	396	0.8 Revise joint defense agreement. Review correspondence from Paul Hastings and Fried Frank regarding Magten Adversary proceeding/Creditors' Committee and telephone conferences with Mr. Komberg and Mr. Fisher	4
4/22/2004 Hamblett, Frank S.	528.00	1.2 regarding same (1.2).	4
4/30/2004 Dewees, Robert L. Jr.	235.00	0.5 Review draft complaint of Magten Asset Management (.5).	4
4/30/2004 Hamblett, Frank S.	528.00	Review court transcript regarding Magten motion for relief (1.0). Telephone call with Ms. Costello 1.2 regarding same (.2).	4
5/4/2004 Dewees, Robert L. Jr.	32,113.50		
5/4/2004 Dewees, Robert L. Jr.	658	Review complaint of Magten Asset Management to avoid the transfer of assets and outline regulatory 1.4 issues (1.4). Review Magten and Law Debenture's complaint regarding the fraudulent transfer of assets to 0.5 NorthWestern Corporation (.5).	5
5/5/2004 Dewees, Robert L. Jr.	235.00	0.7 Review issues relating to local counsel and issues relating to adversary proceeding (.7).	5
5/7/2004 Darwin, Amanda	318.50	Review draft complaint against Paul Hastings (1.0). Teleconference with Fried Frank regarding 1.8 complaint (.4). Review pro hac motions (.4).	5
5/12/2004 Snellings, John V.	891		

5/18/2004 Hamblett, Frank S.	792.00	Review Debtor's motion to dismiss Maglen Adversary Proceeding and e-mail correspondence to Mr. Fisher regarding same (1.8).	5
5/19/2004 Darwin, Amanda	273.00	0.6 Review issues relating to motion to dismiss (.6).	5
5/19/2004 Hamblett, Frank S.	176	0.4 Further review Debtor's motion to dismiss Maglen adversary proceeding (.4).	5
5/19/2004 Snellings, John V.	792	1.6 Review motion to dismiss complaint (1.2). Draft outline of litigation discovery/research issues (.4). Review timeline for responses in adversary proceeding (.3). Review issues relating to standing (.4). Review issues relating to constructive trust/benefit to all creditors (.5). Analyze arguments made in 1.6 Debtor's motion to dismiss (.4).	5
5/20/2004 Darwin, Amanda	728.00	1 Review revisions to disclosure statement (.8). E-mail to Ms. Costello on motion to dismiss (.2).	5
5/20/2004 Snellings, John V.	495	Review incoming correspondence from Debtor's counsel (.2). Prepare for meeting regarding adversary proceeding (.4). Meeting with Mr. Fisher and Mr. Healy regarding motion to dismiss and other matters related to the adversary proceeding (.8).	5
5/21/2004 Darwin, Amanda	637	Meeting with Mr. Fisher and Mr. Healy on litigation strategy (.8). Teleconference with Mr. Kaplan 1.1 regarding various litigation issues (.3).	5
5/21/2004 Snellings, John V.	544.50	0.5 Continued review of complaint (.5).	5
5/25/2004 Snellings, John V.	247.5	0.2 Review e-mail from local counsel.	5
5/26/2004 Snellings, John V.	99	Continue review of motion to dismiss and supporting documents (1.3). Research notice issues to 1.5 bondholders (.2).	5
5/27/2004 Snellings, John V.	742.5	Review disclosures to FERC and SEC alleged by Company (1.0). Follow-up with Mr. Dewees regarding additional research to be performed on FERC and SEC issues (.6). Analysis of points raised in motion to dismiss and possible rebuttal arguments (1.3). Review incoming pleadings (.4). Review 3.9 possible rebuttal to contract interpretation by Debtor (.6).	5
5/28/2004 Darwin, Amanda	1,774.50	Analyze possible contractual defenses in response to Debtor's motion to dismiss adversary proceeding (.6). Review indenture and related amendments (.9). Follow-up call with Mr. Curchack regarding 1.7 property trustee/successorship (.2).	5
5/28/2004 Dewees, Robert L. Jr.	282	Analysis of research issues for motion to dismiss (.7). E-mail to Fried Frank on response to motion to 0.9 dismiss (.2).	5
5/28/2004 Hamblett, Frank S.	748	Review NorthWestern's motion to dismiss and supporting documents (.5). Review transcript from Montana PSC January 16, 2002 hearing on sale of Montana Power to NorthWestern (3.5). Review 5.3 documents filed by NorthWestern with Montana PSC in sale docket (1.3).	5
5/31/2004 Morrissey, Francis	770	2 Review Northwestern Corporation's motion to dismiss Chapter 11 complaint and selected cases.	5

6/1/2004 Darwin, Amanda	409.5	0.9 Wilmington regarding balloting (.2). Follow up with Mr. Curchack regarding BNY/property trustee (.2). Review inquiry from pleadings (.3). Review assignment of adversary proceeding to new judge (.2). Review inquiry from	5	
6/1/2004 Hamblett, Frank S.	484	1.1 amendments regarding motion to dismiss (.9).	5	
6/1/2004 Harrington, Lee	189	0.6 Research on newly appointed Judge Lindsey and update docket.	5	
6/1/2004 Morrissey, Francis	385	1 Further review of complaint and motion to dismiss and research regarding fraudulent trustee issues.	5	
6/1/2004 Snellings, John V.	247.5	0.5 Exchange e-mails with Ms. Costello on status conference and review transfer pleadings/new judge.	5	
6/2/2004 Harrington, Lee	94.5	0.3 Determine time and place of proposed status conference.	5	
6/2/2004 Morrissey, Francis	308	0.8 Further review of debtor's motion.	5	
6/2/2004 Snellings, John V.	247.5	0.5 Teleconference with counsel to Magten to discuss Montana litigation against Paul Hastings.	5	
6/3/2004 Dewees, Robert L. Jr.	2,397.00	Further review of NorthWestern's motion to dismiss the complaint of Magten and Law Debenture and 5.1 research on representation made by Northwestern to regulatory agencies regarding its asset transfers. Review Magten's opposition to Committee intervening in adversary proceeding (.6). Correspond with Magten counsel on opposition (.4). Review 328 response from Paul Hastings (1.2). Confirm status	5	
6/3/2004 Snellings, John V.	1,287.00	2.6 conference for 6/9 (.4). Review issues relating to company actions in going flat transaction (.5). Correspondence to and from	5	
6/4/2004 Darwin, Amanda	500.50	1.1 Ms. Costello (.3). Review finding in Montana PUC records (.3). Review transcript of sale docket hearing and outline Mr. Hanson's testimony on Turbine operation of	5	
6/4/2004 Dewees, Robert L. Jr.	1,927.00	4.1 Montana Power and NOR's ability to finance the purchase of Montana Power.	5	
6/4/2004 Hamblett, Frank S.	1,012.00	Review proof of claim/indenture regarding last interest payment and correspondence with Ms. Siegel	5	
6/4/2004 Harrington, Lee	630	2.3 regarding same (.5). Research/analyze issue regarding trustee/waiver (1.8).	5	
6/6/2004 Dewees, Robert L. Jr.	940	2 Draft, file and serve Joinder to Committee's opposition to intervene.	5	
6/8/2004 Darwin, Amanda	591.5	Review testimony of NorthWestern witness at hearing before Montana Public Service Commission (.1). 2 Review transcript and positions of the partner to the sale docket before the PSC (.9). Review incoming pleadings (.2). Review certain disclosure issues for brief (.4). Review discovery 1.3 requests from Magten regarding identifying closing documents (.7).	5	
		Review settlement with MPSC filed by Debtor in Bankruptcy Court (.5). Review cases on effect of violation of PUHCA (.8). Review MPSC final orders on Financial Transactions and effect of settlement 3.9 on utility debt and assets (1.6). Draft arguments for response to NOR motion to dismiss (1.0).	5	
6/8/2004 Dewees, Robert L. Jr.	1,833.00	0.7 Review discovery requests (.5). Review letter to Greenberg regarding discovery (.2).	5	
6/8/2004 Snellings, John V.	346.5			

6/9/2004 Dewees, Robert L. Jr.	705	1.5 information on Montana Municipal Authority bid (2).	5		
6/9/2004 Harrington, Lee	126	0.4 Prepare research in response to motion to dismiss.	5		
		Further review of fraudulent transfer complaint and new motion to dismiss and further research 2 regarding trustee's fraudulent transfer claim.	5		
6/9/2004 Morrissey, Francis	770	7 Attend hearing in Delaware and travel to and from Philadelphia and Boston.	5		
6/9/2004 Snellings, John V.	3,465.00	Draft response to NOR's motion to dismiss on issue of whether NOR adequately disclosed the going 7.5 flat transaction (6.1). Review exhibits to NOR's Motion (1.4).	5		
6/10/2004 Dewees, Robert L. Jr.	3,525.00	Further review indenture and related amendments (1.2). Further analyze/research issue regarding 2.5 waiver by trustee (1.3).	5		
6/10/2004 Hamblett, Frank S.	1,100.00	1.8 Research regarding motion to dismiss.	5		
6/10/2004 Morrissey, Francis	693	5.7 Emergency research assignment regarding Fraudulent Transfer Act.	5		
6/10/2004 Smith, Steven	741	0.8 Review 6/21 hearing agenda (2). Teleconference with Ms. Costello on brief (6).	5		
6/10/2004 Snellings, John V.	396	Review incoming correspondence from Ms. Costello (2). Review presentation of disclosure issues in Magen brief (.7). Correspondence to Mr. Healy and Mr. Fisher (.3). Review factual statements 1.7 regarding execution of indenture supplements (.5).	5		
6/11/2004 Darwin, Amanda	773.5	Review arguments in NOR's motion to dismiss (.8). Conference with Ms. Darwin (.3). Complete draft of Law Debenture's response on the issue of NOR's lack of disclosure of the "going flat" transaction in its public regulatory filings and distribute (2.5). Prepare exhibits for response (.5). Review third 4.5 supplemental indenture (.4).	5		
6/11/2004 Dewees, Robert L. Jr.	2,115.00	Analyze/research issue regarding release/authority of trustee (1.7). Further review indenture and 4.1 guaranty (1.1). Review and mark up Fred Frank's response to motion to dismiss (1.3).	5		
6/11/2004 Hamblett, Frank S.	1,804.00	Review Magen's opposition to motion to dismiss and prepare memorandum regarding same, and 5.5 review Mr. Dewees' inserts to opposition to motion to dismiss.	5		
6/11/2004 Morrissey, Francis	2,117.50	4.5 Research regarding Fraudulent Transfer Act.	5		
6/11/2004 Smith, Steven	585	2.1 Review opposition draft and Dewees' insert with documents.	5		
6/12/2004 Snellings, John V.	1,039.50	Analysis of arguments raised in reply brief (1.7). Correspondence to and from Mr. Fisher (.7). Review additional insert regarding regulatory disclosure and telephone conference with Ms. Costello regarding same (1.0). Analysis of role of indenture trustee/TIA liability for acts of Company/contractual protections in indenture/issuance of waiver (1.8). Telephone conference with Ms. Costello (.2). Conference call with Ms. Costello and Mr. Snellings (1.1) Review topics to be added and assignment of 7.3 drafting responsibilities (.4). Review issues relating to amendment to 1101 provisions (4).	5		
6/14/2004 Darwin, Amanda	3,321.50		5		

6/14/2004 Hamblett, Frank S.	2,420.00	Further review and mark up Magten's response to debtor's motion to dismiss regarding Trustee duties and review strategy/options (4.8). Review Tripartite Agreement regarding BNY indemnity (4). 5.5 Telephone call with Mr. Curchack regarding missing documentation (.3). Analysis regarding impact of Article 11 of the indenture on debt holder's fraudulent transfer claims (2.9). Participate in telephone conference with counsel to Fried Frank, Ms. Costello, concerning opposition to motion to dismiss (.4). Research regarding contract and other issues relating to the	5
6/14/2004 Morrissey, Francis	2,387.00	6.2 operation of Article 11 Continue to work on objection to motion to dismiss (2.5). Review results of research and other issues (1.5). Several teleconferences with Magten counsel on revisions (.8). Review case law (.5). Review 6.6 inserts drafted by Hamblett, Morrissey and Dewees (1.3). Review correspondence from Mr. Fisher (.2). Conference call with Ms. Costello and Mr. Snellings regarding comments to response (.4). Review incoming correspondence from Mr. Fisher (.2). Review red-line of Magten response (.6). Review Section 1202 and caselaw regarding commercial	5
6/15/2004 Darwin, Amanda	955.5	2.1 reasonableness (.7). Research regarding theories of effect of Article 11 of the Indebenture on debenture holders' fraudulent transfer claims (3.3). Prepare inserts for Magten's opposition to motion to dismiss fraudulent transfer 7.5 claims (3.0). Review revised opposition (1.2).	5
6/15/2004 Morrissey, Francis	2,887.50	1.5 Review motion to dismiss.	5
6/15/2004 Smith, Steven	195		5
6/15/2004 Snellings, John V.	1,881.00	Meetings with Mr. Morrissey on insert for brief and case law (.7). Discuss same with Magten counsel 3.8 (.4). Review and revise revised brief (2.3). Teleconference with local counsel regarding filing (.4). Telephone conference with Ms. Costello (.4). Review case law regarding good faith/fair dealing and discuss same with Mr. Morrissey (1.0). Formulate additional arguments regarding Section 1101 waiver (.9). Draft inserts to response (.8); follow-up call with Ms. Costello (.3). Follow-up on last minute 3.8 revisions to response (.4). Review and revise response to Debtor's motion to dismiss and telephone conference with Ms. Costello 1.3 regarding same. Revise Magten opposition to motion to dismiss and extensive conference with Mr. Snelling and Ms. 2.5 Darwin regarding same. Teleconference with Ms. Costello (.3). Review memos from Mr. Morrissey (.4). Teleconference with Ms. Costello regarding filing (.2). Teleconference with K. Miller regarding filing (.2). Review pleadings 1.9 on court's decisions (.8). 0.3 Review confirmation of filing of response.	5
6/16/2004 Snellings, John V.	940.5		5
6/17/2004 Darwin, Amanda	136.5		5
6/17/2004 Dewees, Robert L. Jr.	376		5
6/17/2004 Harrington, Lee	126	0.4 Review bankruptcy pleadings for 6/21 hearing.	5

6/21/2004	Darwin, Amanda	682.5	Review Magten's motion to disqualify and correspondence to client regarding same (.7). Review documents to be forwarded to Mr. Healy (.3). Correspondence from and to Mr. Healy (.2). Review 1.5 incoming pleadings (.3).	5
6/21/2004	Snellings, John V.	3,465.00	7 Attend hearing in Delaware.	5
6/22/2004	Morrissey, Francis	77	0.2 Conference with Mr. Snellings.	5
6/22/2004	Snellings, John V.	148.5	0.3 Follow-up with Ms. Darwin and with Mr. Morrissey on Monday's hearing.	5
6/24/2004	Darwin, Amanda	136.5	0.3 Telephone conference with Ms. Costello.	5
6/24/2004	Deweese, Robert L. Jr.	235	Review response of Magten/Law Debenture to Northwestern's motion to dismiss to determine whether 0.5 all arguments were addressed.	5
6/24/2004	Snellings, John V.	99	0.2 Correspond with local counsel on moving the case back to Judge Case.	5
6/25/2004	Darwin, Amanda	136.5	0.3 Telephone conference with Mr. Healy updating him on progress.	5
6/25/2004	Deweese, Robert L. Jr.	423	Correspondence to Harley Harris, Helena, Montana regarding Montana PSC documents and review 0.9 Magten/Law Debenture arguments on NOR's motion to dismiss.	5
6/28/2004	Darwin, Amanda	318.5	Follow-up regarding status of property trustee (.2). Review issues relating to moving case back to 0.7 Judge Case (.3). Follow-up regarding Debtor's response (.2).	5
6/28/2004	Snellings, John V.	99	0.2 Attend to status of case and client update.	5
6/29/2004	Darwin, Amanda	364	0.8 Review reply brief (.3). Review issues relating to asset transfers (.5).	5
6/30/2004	Morrissey, Francis	385	1 Review Debtor's reply to opposition to motion to dismiss.	5
7/2/2004	Deweese, Robert L. Jr.	188	0.4 Telephone conference with Mr. Hamblett (.2). Review Northwestern's reply to Law Debenture (.2).	5
7/5/2004	Deweese, Robert L. Jr.	235	0.5 Review of Northwestern's reply memorandum in further support of its motion to dismiss.	5
7/8/2004	Snellings, John V.	198	0.4 Teleconference with Ms. Costello on discovery and adversary proceeding.	5
			Teleconference with Magten counsel (.3). Review Magten response (.2). Correspondence with Debtor's counsel in discovery (.8). Correspondence with client on deposition (.2). Review report on 1.9 7/14 and 7/15 hearing (.4).	5
			0.8 Revise response to Debtor's document request and conference with Mr. Snellings.	5
			Review issues related to consent necessary for going flat transaction (.3). Review incoming pleadings 0.6 (.3)	5
			Teleconference with Ms. Costello on supplemental filing in adversary proceeding, depositions (.3).	5
7/30/2004	Snellings, John V.	396	0.8 Attend to issues of trustee representatives and bondholders (.5).	5
8/5/2004	Hamblett, Frank S.	704	1.6 Review case law provided by bondholder regarding fraudulent transfer law.	5
8/6/2004	Hamblett, Frank S.	792.00	1.8 Revise statement of clarification regarding fraudulent transfer/disclosure/cure (1.8).	5
8/8/2004	O'Mara, Mary Ellen	515	1 Consider and research securities law questions.	5
8/9/2004	Darwin, Amanda	682.50	Review and revise supplemental statement regarding adversary proceeding (.6). Review case law 1.5 regarding failure of disclosure to cure fraudulent transfer (9)	5

8/11/2004 Darwin, Amanda	227.50	0.5 Review comments from Fried, Frank regarding supplemental statement (.5). Review notice of status, conference and communication with clerk (.4). Revise supplemental	5
8/11/2004 Snellings, John V.	346.5	0.7 statement (.3).	5
8/12/2004 Harrington, Lee	94.5	0.3 Review local Delaware rules with respect to motion practice for amended pleadings.	5
8/12/2004 Snellings, John V.	891.00	1.8 with Ms. Miller regarding filing (.3).	5
8/20/2004 Morrissey, Francis	577.50	1.5 Review decision on Debtor's motion to dismiss the QUIPS fraudulent transfer complaint (1.5). Review of Court's order in adversary proceeding (.7). Review of Harbert settlement terms (.3). Conference with Ms. Darwin on discovery to be issued to NorthWestern on fraud and other claims allowed in the Court's 8/20/04 order (.4). Review previous filings and consider best approach to	5
8/23/2004 Dewees, Robert L. Jr.	1,175.00	2.5 discovery questions and the fraudulent transfer claims (.1). Review Court's order on motion to dismiss against Law Debenture/Maglen arguments raised in their	5
8/24/2004 Dewees, Robert L. Jr.	329	0.7 opposition.	5
8/24/2004 Dewees, Robert L. Jr.	329	0.7 Consider discovery that can be issued to NorthWestern Corp. on fraud issue.	5
8/26/2004 Dewees, Robert L. Jr.	188	Review substance of yesterday's hearing in Arizona and pursuing fraud claims against NorthWestern	5
8/27/2004 Dewees, Robert L. Jr.	423	0.4 Corp. 0.9 Outline discovery issues in Law Debenture's fraud claim against Northwestern.	5
8/31/2004 Morrissey, Francis	770.00	Analyze issues to be reviewed in connection with litigation and conference with Mr. Kaplan regarding	5
9/3/2004 Snellings, John V.	396.00	2 same (2.0). 0.8 Review proposed order on motion to dismiss (.8).	5
9/3/2004 Upton, Melissa	112	0.8 On-line research regarding Montana Code Annotated and the Montana Statute of Frauds.	5
9/7/2004 Morrissey, Francis	693	Revise certification concerning proposed order in connection with the Bankruptcy Court's opinion on	5
9/7/2004 Snellings, John V.	247.5	1.8 Debtor's motion to dismiss and conference with Mr. Snellings regarding same (1.8). 0.5 Review and comment on certification of order (.5).	5
9/8/2004 Hamblett, Frank S.	308	0.7 Prepare notice to holders.	5
9/9/2004 Snellings, John V.	643.50	1.3 Review Maglen law on fraudulent conveyance (1.3).	5
9/13/2004 Snellings, John V.	297.00	0.6 Deal with certification of order with motion to dismiss (.6).	5
9/15/2004 Hamblett, Frank S.	1,408.00	Review plan regarding warrants/Class B allocation (.4). Review additional SEC filings regarding	5
9/16/2004 Hamblett, Frank S.	968	3.2 QUIPS/TOPrS (1.1). Research issue regarding proper holder of fraud claim (1.7). 2.2 Continue researching issue regarding fraud claim/successor noteholders.	5
9/16/2004 Upton, Melissa	42	Search the Montana Digest for fraudulent conveyance cases and search the Montana code section	5
9/21/2004 Darwin, Amanda	364.00	0.3 dealing with fraudulent conveyances.	5
9/24/2004 Dewees, Robert L. Jr.	705.00	0.8 Consider amendments to complaint (.8). 1.5 Review Fried Frank's amended complaint (1.5).	5

9/24/2004 Morrissey, Francis	346.50	0.9 Review revised complaint for fraudulent transfer adversary proceeding (9).	5
9/27/2004 Darwin, Amanda	1,319.50	2.9 Review amended complaint (.5). Review and revise amended complaint (2.4).	5
9/27/2004 Snellings, John V.	148.50	0.3 Review amended complaint, DeWees comments (.3).	5
9/28/2004 Darwin, Amanda	637.00	1.4 Finalize and forward comments on the amended complaint (.8). Review UFTA arguments (.6).	5
9/28/2004 Snellings, John V.	297.00	0.6 Review UFTA research (.6).	5
9/29/2004 Dewees, Robert L. Jr.	235.00	0.5 Review Maglen's draft complaint regarding the fraudulent transfer (.5).	5
9/29/2004 Snellings, John V.	396.00	0.8 Review UFTA materials (.8).	5
9/30/2004 Snellings, John V.	396.00	0.8 Review amended complaint (.8).	5
10/1/2004 Darwin, Amanda	318.50	0.7 Revise amended complaint and forward to Ms. Costello (.7).	5
B			
3/15/2004 Darwin, Amanda	1,228.50	Review incoming correspondence from Committee counsel (.2). Review incoming correspondence from Mr. Fisher (.2). Follow-up call with Mr. Delaney (.3). Review proposed complaint and timeline for filing same (.8). Telephone conference with Ms. Costello (.6). Review issues regarding successorship of 2.7 property trustee/standing to bring action (.6).	5
3/15/2004 Hamblett, Frank S.	1,056.00	2.4 Continue reviewing and marking up Plan and Disclosure Statement (2.4).	5
3/16/2004 Hamblett, Frank S.	1,188.00	2.7 Further review and mark up Plan and Disclosure Statement.	5
3/17/2004 Hamblett, Frank S.	1,364.00	3.1 Complete review and mark up Plan and Disclosure Statement.	5
Review comments to Plan from Mr. Fisher and correspondence to Mr. Fisher regarding the same (.5). Telephone conference with Maglen's counsel regarding documentation (.2). Telephone conference with holder (.3). Review Plan comments in accordance with clients' comments (.5). Correspondence to			
3/19/2004 Darwin, Amanda	819	1.8 Indenture Trustees' counsel regarding Plan comments (.3).	5
4/14/2004 Darwin, Amanda	637.00	Review revisions to disclosure statement and plan (.5). Review proposed form of order approving 1.4 disclosure statement (.5). Review proposed procedures for voting tabulation and ballots (.4).	5
4/28/2004 Hamblett, Frank S.	1,144.00	2.6 Review disclosure statement and prepare objection (2.6).	5
4/28/2004 Snellings, John V.	792.00	1.6 Review issues regarding objection to disclosure statement (1.6).	5
4/29/2004 Darwin, Amanda	409.50	Review coverage for disclosure statement hearing (.4). Review issues relating to Indenture Trustee 0.9 comments/resolution regarding record date (.5).	5
4/29/2004 Hamblett, Frank S.	1,232.00	2.8 Further review disclosure statement and continue drafting and revising objection (2.8).	5
4/29/2004 Snellings, John V.	247.5	0.5 Review issues regarding objection to disclosure statement (.4). Review issues of feasibility and impact of constructive trust on plan (.5). Review classification problems with plan (.5). Review issues relating to 1.9 objection to disclosure statement (.5).	5
Meetings with Mr. Snellings regarding local rules applicable to objection to disclosure statement and 0.5 revise same.			
4/30/2004 Darwin, Amanda	864.50	5	
4/30/2004 Hamblett, Frank S.	924.00	5	
4/30/2004 Harrington, Lee	157.5	5	

4/30/2004 Snellings, John V.	1,782.00	3.6 disclosure statement (.8).	5
5/3/2004 Harrington, Lee	409.5	1.3 Revise, finalize, file and serve objection to disclosure statement.	5
5/3/2004 Snellings, John V.	1,089.00	2.2 Revise objection to disclosure statement. Review objections filed by other creditors.	5
5/6/2004 Darwin, Amanda	364.00	Review notice regarding disclosure statement hearing and arrange for coverage (.3). Review strategy 0.8 regarding disclosure statement/upcoming hearing (.5).	5
5/6/2004 Snellings, John V.	693	1.4 Attend to disclosure statement hearing schedule (.2). Review objections to disclosure statement (.1.2). Telephone conference with Mr. Fisher and Mr. Healy regarding next action/disclosure statement 0.9 hearing (.9).	5
5/11/2004 Darwin, Amanda	409.5		5
5/12/2004 Harrington, Lee	157.5	0.5 Prepare documents for Mr. Snellings regarding disclosure statement objection.	6
5/14/2004 Hamblett, Frank S.	660.00	1.5 Review revised plan and disclosure statement (1.5).	6
5/16/2004 Snellings, John V.	1,089.00	2.2 Prepare for hearing on disclosure statement and review third party objections to disclosure statement.	6
5/17/2004 Hamblett, Frank S.	1,276.00	Further review revised plan and disclosure statement and e-mail correspondence with Mr. Snellings 2.9 regarding same (.1.7). Review Debtor's omnibus response to objections to disclosure statement (1.2). Continue preparation for disclosure statement hearing and other motions, including review of: Law Debenture and Magtlen objections, debtors' responses and recent modifications to disclosure statement, and motion for relief for Comanche, Wilmington and McGreevey (2.5). Attend disclosure statement hearing in Phoenix, AZ (5.5).	6
5/17/2004 Snellings, John V.	3,960.00	0.2 Discussion with Mr. Snellings regarding disclosure statement hearing/objections (.2).	6
5/18/2004 Hamblett, Frank S.	88.00	Review comments from creditors on disclosure statement (.5).	6
5/21/2004 Snellings, John V.	544.50	1.1 Review revisions to disclosure statement (.5). Review response deadline/information from Fried, Frank (.4). Review incoming inquiry from holder (.4). Review timing on next action by debtor regarding solicitation packages/vote tabulations (.5). Telephone 1.6 conference with holder (.3).	6
5/25/2004 Darwin, Amanda	728	Review objection from Fried Frank (.3). Review inquiry regarding factual information (.2). 1.6 Correspondence to and from Mr. Healy (.6). Telephone conference with Mr. Healy (.5). 0.5 Correspond with Magtlen counsel on discovery pleadings.	6
6/3/2004 Darwin, Amanda	728		6
6/7/2004 Snellings, John V.	247.5		6

			Review court docket (.2). Review indenture relating to distribution of assets to beneficial holders (.4). Review status of briefing and Debtor statement regarding same (.4). Review incoming correspondence 1.2 from Debtor's counsel regarding deposition (.2).	6
7/7/2004	Darwin, Amanda	546	0.2 Review discovery e-mail from Paul Hastings.	6
7/7/2004	Snellings, John V.	99	Review correspondence from Debtor regarding discovery matters (.5); conference call with Mr. Snellings and Ms. Costello (.4). Review schedule of depositions and possible travel schedules (.6). Follow-up call with Mr. Fisher (.3). Calendar upcoming hearings and objections deadlines (.5). Review incoming pleadings (.3). Forward information to Mr. Fisher and Mr. Healy (.3). Review incoming correspondence from Mr. Kaplan (.5).	6
7/8/2004	Darwin, Amanda	1,547.00	3.4 correspondence from Mr. Kaplan (.5). Review deadlines for objection to plan (.3). Review Maglen's proposal to submit motion requesting order based on submissions (.4). Review notice of deposition, possible response and correspondence to client regarding same (.5). Review preparation for responses to document requests and depositions 1.9 (.7).	6
7/12/2004	Darwin, Amanda	864.5	Analyze options regarding plan confirmation/adversary proceeding/objections (1.0). Review plan 2.4 regarding same (1.2). Correspondence with Mr. Curchack regarding tripartite agreement (.2). 0.9 Further review plan of reorganization regarding objections (.9).	6
7/13/2004	Hamblett, Frank S.	1,056.00	3.6 0.7 Further review plan of reorganization regarding objections/confirmation.	6
7/14/2004	Hamblett, Frank S.	396	308 0.4 Review incoming order regarding discovery (.4).	6
7/15/2004	Darwin, Amanda	182	182 0.5 Attend to discovery issues and e-mails with K. Dennison.	6
7/19/2004	Snellings, John V.	247.5	423.5 1.1 Prepare response to debtor's first request for production.	6
7/20/2004	Morrissey, Francis	364	Review types of documents to be reviewed in response to document production (.4). Review certain 0.8 documents for applicability to discovery request (.4).	6
7/20/2004	Darwin, Amanda	264	0.6 Assist in response to Debtor's document request (.6).	6
7/20/2004	Hamblett, Frank S.		Work on discovery response and document search (.8). Review same with Mr. Morrissey (.3). Review 1.9 business plan (.8).	6
7/21/2004	Snellings, John V.	940.5	0.3 Conference with Mr. Kaplan regarding discovery requests and upcoming depositions.	6
7/21/2004	Darwin, Amanda	136.5	0.2 Telephone conference with Mr. Arnold.	6
7/21/2004	Morrissey, Francis	77		6
7/23/2004	Darwin, Amanda	455	Review issues relating to upcoming deposition and incoming correspondence from client regarding 1 same (.5). Review issues regarding document request of Debtor and document production (.5).	6
7/23/2004	Snellings, John V.	148.5	0.3 Review revised deposition chart.	6
7/26/2004	Darwin, Amanda	500.5	Review schedule for depositions and correspondence to client regarding arrangements for same (.3). 1.1 Review judge's opinion regarding motion to disqualification (.8).	6
7/27/2004	Darwin, Amanda	227.5	0.5 Follow-up on certain issues raised in today's depositions.	6

7/27/2004 Snellings, John V.	5,197.50	10.5 Debenture and Magten. Review matters covered in yesterday's depositions (.5). Review incoming correspondence from Mr. Fisher for deposition, conferring with Magten counsel on adversary proceeding issues, participating in telephonic hearing on discovery dispute, review of objections to disclosure statement filed by Law	6
7/28/2004 Darwin, Amanda	318.5	0.7 Kaplan (.2). Attend to deposition of debtors (.8). Review memo on supplemental production (.3). Review file for	6
7/28/2004 Snellings, John V.	1,138.50	2.3 purpose of confirmation objection (1.2).	6
7/29/2004 Darwin, Amanda	1,092.00	Review issues relating to addendum papers to be filed (.9). Review incoming correspondence from Mr. Fisher (.2). Correspondence to Mr. Fisher (.2). Review inquiry and other information from counsel to certain bondholders (.5). Review issues relating to time of purchase/holders' rights (.6).	6
7/29/2004 Snellings, John V.	1,336.50	Work on objection to confirmation (1.3). Deal with deposition schedules and follow-up (.8). Exchange of 2.7 e-mails with Mr. Fisher on DTC and bondholder history (.6).	6
7/30/2004 Hamblett, Frank S.	1,056.00	2.4 Further research issue regarding indenture trustee/bondholders/fiduciary duty.	6
8/2/2004 Morrissey, Francis	616	Review various objections to confirmation (.3). Prepare for deposition of Mr. Yearly (.6). Conference 1.6 with Mr. Snellings (.7).	6
		Teleconference with Mr. Kaplan regarding deposition of Mr. Austin, supplemental filing (.5). Teleconference with Ms. Miller regarding filing objection to confirmation (.5). Review objection to confirmation filed by Harbert, Wilmington and other creditors (1.8). Conference on discovery i.e. Yearly deposition (.7). Review transcripts from deposition of Mr. Fisher (1.2). Review case law on confirmation issues (1.1). Review deposition notice for upcoming discovery of various parties (.3). Conference with 7.1 Fried Frank on objection to confirmation deadline (.4). Review e-mail from Mr. Fisher on Mr. Carlin (.6).	
8/2/2004 Snellings, John V.	3,514.50	0.5 Review analysis offered by Mr. Carlin (.3). Analyze analogy to case at hand (.2).	6
8/3/2004 Darwin, Amanda	227.5	Prepare for and attend deposition of Mr. Yearly (7.2). Conference with Mr. Snellings (.8). Travel to New 11 York (3.0).	6
8/3/2004 Morrissey, Francis	4,235.00	Teleconference with Mr. Morrissey on Mr. Yearly's deposition (.8). Review hearing agenda for 8/4 (.3). Review Goldman Sachs objection to confirmation (.4). Work on draft memo for objection to 3.3 confirmation (1.8).	6
8/3/2004 Snellings, John V.	1,633.50		6
8/4/2004 Hamblett, Frank S.	660.00	1.5 Review objection of Wilmington Trust to plan and subordination provisions in TOPS indentures (1.5). Review Magten's objection to confirmation and work on Law Debenture Trust's objection to 2.5 confirmation.	6
8/4/2004 Morrissey, Francis	962.5		6

8/4/2004 Snellings, John V.	1,782.00	Review revised deposition testimony of Tally Embry on tradings (.4). Review Magten's objection to 3.6 confirmation (.8). Revise outline of objection (1.8). Review supplemental statement (.6).	6
8/5/2004 Darwin, Amanda	455	1 Review incoming correspondence (.2). Review certain objections to plan/impact on classification (.8).	6
8/5/2004 Morrissey, Francis	2,310.00	Work on Law Debenture's objection to confirmation and conference with Ms. Costello regarding same 6 (3.4). Research regarding subordination and x clause issues (1.7). Review Austin Deposition (.9). Review issues relating to misclassification of QUIPS, arguments regarding plan objection (1.2). Review 3 securities laws issues/PUHCA (1.8).	6
8/6/2004 Darwin, Amanda	1,365.00	4.4 Research/analyze subordination/intercreditor issues regarding objection to plan (4.4).	6
8/6/2004 Hamblett, Frank S.	1,936.00	Telephone conferences Mr. Dewees regarding certain PUHCA issues in connection with Northwestern	6
8/6/2004 Lee, Frank	772.5	1.5 bankruptcy and review certain material regarding same. Conference with Mr. Snellings regarding Law Debenture's objection to confirmation and x clause issues and objection to confirmation of plan based on PUHCA (.5). Telephone conference with Ms. Costello regarding same (.4). Work on opposition to confirmation (7.3). Review complaint against	6
8/6/2004 Morrissey, Francis	3,657.50	9.5 officers and directors (1.3).	6
8/6/2004 O'Mara, Mary Ellen	154.5	0.3 Review certain securities law questions.	6
8/6/2004 Snellings, John V.	396	Review Morrissey analysis on Magten objection to confirmation (.3). Confer with Mr. Morrissey on Law 0.8 Debenture objection (.5).	6
8/8/2004 Snellings, John V.	693	1.4 Work on objection to confirmation.	6
8/9/2004 Darwin, Amanda	1,501.50	Review claim regarding constructive trust/non-debtor property (.5). Review and revise objection to 3.3 confirmation (1.3). Further review and revision to objection to confirmation (1.5).	6
8/9/2004 Dewees, Robert L. Jr.	752.00	Review Section 792 of PUHCA on validity of contracts and cases cited (.7). Review Harbert's arguments (.5). Telephone conference with Ms. O'Mara regarding securities law remedies we can assert (.4).	6
8/9/2004 Dewees, Robert L. Jr.	376.00	Review Law Debenture's draft memorandum of law in support of objection to confirmation of Debtor's 0.8 plan (.8).	6
8/9/2004 Hamblett, Frank S.	1,452.00	Review and mark up objection to plan confirmation (1.1). Revise statement of qualification and 3.3 discussions with Ms. Darwin regarding strategy (2.2).	6
8/9/2004 Morrissey, Francis	4,042.50	Substantially revise and supplement Law Debenture's objection to confirmation (9.8). Telephone conferences with Ms. Miller regarding deadline to file objection, coordinate filing and service of same 10.5 (.7).	6
8/9/2004 O'Mara, Mary Ellen	206	0.4 Conference with Mr. Dewees (.2). Conference with Ms. Darwin regarding securities law matters (.2).	6

8/9/2004 Snellings, John V.	3,960.00	Review and revise memorandum in opposition to confirmation (.5). Review Magten's brief (.5). Review and comment on draft supplemental statement (.5). Review other creditors objections to 8 confirmation (.5).	6
8/10/2004 Snellings, John V.	247.5	0.5 Review objections filed on 8/09.	6
8/11/2004 Darwin, Amanda		Review incoming pleadings (.3). Review new docket entries (.3). Review incoming correspondence from Debtor regarding status conference/confirmation of receipt of filings (.5). Review status of briefing	6
8/12/2004 Snellings, John V.		1.7 from other parties objecting to plan (.6).	6
8/13/2004 Darwin, Amanda	773.50	1.4 Review article on sale of NOR (.2). Review objection to confirmation of other creditors (1.2).	6
8/13/2004 Morrissey, Francis	385	Review incoming correspondence from Mr. Fisher (.1). Attend telephonic conference call (.8). Follow-1 up conference call with Mr. Fisher and Mr. Healy (.4). Review terms of Wilmington settlement (.4). 1 Attend telephonic status hearing and follow-up conference with Mr. Snellings regarding same. Prepare for status conference on confirmation. Confer with Magten's counsel and review list of objections (1.2). Attend status conference (.8). Prepare and file list of possible witnesses (.8). Review other parties' witness lists (.6). Review SENECA Financial analysis (1.2). Draft and respond to client e-mails on status of case and conference (1.1). Telephone conference with Fried Frank on discovery 7.1 sent to them (.6). Review Debtor's omnibus reply to objections (.8).	6
8/13/2004 Snellings, John V.	3,514.50	Review incoming press clippings and other information summarizing TOPS settlement (.5). Review incoming pleadings and correspondence from Debtor summarizing plan objections (.6). Review incoming correspondence from Mr. Fisher and correspondence to Mr. Fisher (.4). Review feedback from Fried, Frank, reaction to Tops settlement (.4). Follow-up on conversation with Mr. Austin (.3). Review proposed timing on plan confirmation/split confirmation hearing/vote certification (.6). Review 3.1 company valuation issues (.3).	6
8/16/2004 Hamblett, Frank S.	352	0.8 Review disclosure statement to determine value of TOPS settlement and prepare summary of same. Conferences with Ms. Steingart, Mr. Kaplan, Ms. Costello and Mr. Snellings regarding amendments to plan and proposed treatment of QUIPS claims (.5). Review debtor's confirmation objection summary, 1.3 and review <i>In re Union Financial Services</i> , and other related case law (.8).	6
8/16/2004 Morrissey, Francis	500.5	Telephone conference with Mr. Austin regarding plan modification (.4). Review errata sheet (.4).	6
8/16/2004 Snellings, John V.	495	1 Telephone conference with Ms. Costello regarding amendments (.2).	6

8/17/2004	Hamblett, Frank S.	1,410.50	0.8 Further review disclosure statement and revise memorandum regarding valuation of TOPrS/settlement. 4 classification of QUIPS claims and offer.	Review follow-up from Mr. Fisher (.2). Conference call with Fried, Frank (.3). Review issues relating to 3.1 basis to request adjournment (.9). Follow-up e-mail correspondence from and to Mr. Fisher (.4).	6
8/17/2004	Morrissey, Francis	1,540.00	Telephone conference with Mr. Kaplan on modification and adjournment (.5). Correspond with client on status (.8). Research death trap provisions (.6). Memo-email regarding conversation with Mr. Austin (.5). Review revised list of witnesses (.2).	6	
8/18/2004	Snellings, John V.	1,287.00	Review revised timing on possible filing of amendment to disclosure statement and plan (.4). Prepare for upcoming conference call with client (.6). Review possible recovery scenarios for holders (.7). Conference call with Mr. Fisher and Mr. Healy (.3). Conference call with Ms. Costello (.3). Review and revise motion to adjourn (1.0). Draft motion regarding expedited hearing (.9) Review follow-up correspondence from Ms. Costello (.2). Further revisions to motion to adjourn (.8). Review objections of U.S. Bank and Wells Fargo, as Indenture Trustee (.5). Review court's finding regarding CSFB primary liens (.4). Forward pleadings to client (.2). Review incoming objection by CSFB (.3). Review 6.9 changes to assumptions regarding warrants (.3).	6	
8/18/2004	Hamblett, Frank S.	1,188.00	2.7 Revise memorandum regarding TOPrS settlement to incorporate additional information/comments. Review, finalize and prepare for filing emergency motion for telephonic hearing, expedited motion to 1.7 adjourn confirmation hearing and form of order.	Review incoming fax from Debtor's counsel (.2). Review correspondence to and from Fried, Frank (.2). Arrange for conference call (.1). Telephone conference with QUIPS holder regarding his impressions of improved class distribution and correspondence to Mr. Fisher and Mr. Healy reporting on same (.8). Review follow-up from Mr. Fisher (.2). Conference call with Fried, Frank (.3). Review issues relating to 3.1 basis to request adjournment (.9). Follow-up e-mail correspondence from and to Mr. Fisher (.4).	6
8/18/2004	Harrington, Lee	535.5	Additional research regarding death trap provisions and classification issues (2.9). Substantially revise 5 motion for adjournment, attend to service and filing of same (2.1). Revise and file motion for adjournment with emergency motion (2.1). Telephone conference with Mr. Fisher regarding status (.2). Review joinder motion of Chase Bank (.3). Review CSFB's objection to 3.5 Law Debenture objection (.5). Telephone conference with Maglen's counsel (.4).	Telephone conference with Mr. Kaplan on modification and adjournment (.5). Correspond with client on status (.8). Research death trap provisions (.6). Memo-email regarding conversation with Mr. Austin (.5). Review revised list of witnesses (.2).	6
8/18/2004	Snellings, John V.	1,732.50	6		

8/19/2004 Darwin, Amanda	1,911.00	4.2 Information to client (2). Review Debtor's Second Restated Plan and Disclosure Statement and revise memorandum	6	
8/19/2004 Hamblett, Frank S.	2,024.00	4.6 summarizing settlement with TOPS. Review revised plan and disclosure statement and related documents and conference with Mr. Kaplan regarding same (.9). Additional research regarding classification issues (2.3). Conference with Ms. Miller regarding hearing list and notice of hearing (.3). Extensive telephone conference with Mr. Haber of RPG Capatra (5).	6	
8/19/2004 Morrissey, Francis	1,540.00	Review notice of hearing (.2). Telephone conference with Ms. Denniston on hearing (.2). Telephone conference with Mr. Austin on hearing (.3). Telephone conference with Mr. Kaplan regarding plan modifications (.5). Review Judge Case's denial of motion to reconsider (.4). Begin review of Second Amended Disclosure Statement and Plan and other documents (2.6).	6	
8/19/2004 Snellings, John V.	2,079.00	4.2 Amended Disclosure Statement and Plan and other documents (2.6). Review analysis of recoveries under proposed settlement (.9). Review terms of warrants and review memo regarding same (.8). Review complaint filed by NorthWestern against Magten (.5). Review proposed agenda for confirmation hearing (.3). Prepare for hearing (.5). Review pleadings filed by other parties (.3). Review appearances (.3). Telephonic hearing with Judge Case (1.0). Review ruling on motion to dismiss (.6).	6	
8/20/2004 Darwin, Amanda	2,366.00	5.2 on motion to dismiss (6). Further review Debtor's Second Restated Plan and Disclosure Statement and revise memorandum	6	
8/20/2004 Hamblett, Frank S.	1,672.00	3.8 regarding TOPS settlement valuation to incorporate comments. Review Debtor's motion to estimate Magten's claim and complaint to subordinate same (1.8). Conference with Ms. Miller regarding persons participating in telephonic hearing (.3). Telephone	6	
8/20/2004 Morrissey, Francis	885.50	2.3 conference with Ms. Brickley (2). Prepare for emergency hearing to adjourn (1.2). Attend hearing on same (.8). Begin review of exit financing motion (1.2). Review Judge's order on dismissal (.5). Telephone conference with Fried Frank on hearing and decision (.8). Review complaint against Magten and motion to designate claim (1.3). Review memo on impact of TOPS settlement (.4). Review amended notice of hearing agenda for 8/25	6	
8/22/2004 Snellings, John V.	4,009.50	8.1 (.3). Telephone conference with Mr. Austin (.3). Continue review of amended plan (1.3), 1.4 Review Debtor's omnibus response to plan objections.	6	
8/22/2004 Darwin, Amanda	637	Telephone conference with Mr. Austin regarding settlement (.3). E-mail memo to Magten counsel	6	
8/22/2004 Snellings, John V.	247.5	0.5 regarding same (.2).	6	

8/23/2004 Darwin, Amanda	3,594.50	7.9 Mr. Austin (.2). Further review Second Restated Plan and Disclosure Statement and related exhibits in connection with valuation of distribution (1.9). Revise memorandum regarding TOPS settlement and recovery to QUIPS and correspondence with Mr. Austin and others regarding same (4.1). Analyze options 7.1 regarding settlement/strategy (1.1). Further review of amended plan in connection with new treatment of QUIPS claims and strategy going forward (.7). Extensive conference with Mr. Kaplan regarding revised treatment of QUIPS claims and potential settlement with the estate (.5). Further research regarding classification issues and objections 4 to confirmation, and review select confirmation exhibits (2.8). Conference call with Maglen counsel on settlement (.5). Various e-mails to and from Mr. Austin on settlement discussions (.8). Review disks with exhibits and designations (1.1). Review memo on equality of treatment (.8). Review Millbank Tweed objection (.4). Prepare for confirmation hearing 4.9 (1.3). 2.4 Travel from Boston to Phoenix to attend hearing.	6			
8/23/2004 Morrissey, Francis	1,540.00	Review Second Amended Disclosure Statement and other documents filed therewith (3.0). Analyze certain objections regarding same (1.4). Review objections to confirmation filed to date (1.4). Draft and revise objections to disclosure statement and review Maglen's draft regarding same (4.6). Discussions with Mr. Austin, Mr. Kornberg and Ms. Steingart regarding possible framework of a settlement (2.0).	6			
8/24/2004 Darwin, Amanda	6,279.00	13.8 Analyze possible "pots" of recovery for QUIP holders (1.0). Review revisions to objection (4). Work on objection to Debtor's Second Amended Disclosure Statement and extensive conference with 9.5 Mr. Snellings regarding same.	6			
8/24/2004 Morrissey, Francis	3,657.50					6

8/24/2004 Snellings, John V.	4,702.50	9.5 (2.5). Review Magten's objection (.5). Meeting with Mr. Austin, Mr. Kornberg and Ms. Steingart (2.0). Finalize objection and prepare for presentation to counsel in courtroom (.8). Telephone conference with Mr. Morrissey regarding filing (.3). Discussions with Debtor regarding proposed bifurcation of class (.4). Attend hearing regarding Second Amended Disclosure Statement and confirmation of Plan, including working with Magten, Debtor's counsel and Committee counsel regarding language to be inserted in the Second Amended Disclosure Statement (11.0). Discussions with Ms. Streingart and Mr. Snellings regarding possible settlement structures (1.0). Follow-up regarding circulation of comments 14.3 to Committee and Debtor (.4). Review discovery issues/schedule (.4). Review and revise objection to disclosure statement regarding allocation of stock and warrants to QUIP holders (1.6). Review proposed revisions to disclosure statement regarding allocation and 3.1 discussions with Mr. Morrissey regarding same (1.5). Revise Law Debenture's objection to disclosure statement (2.0). Prepare proposed revisions to Debtor's disclosure statement (1.5). Participate at confirmation hearing (8.0). Extensive conferences with Mr. Kaplan and Ms. Darwin regarding revisions to disclosure statement and draft and revise 16 language reflecting same (4.5). Attend confirmation hearing in Phoenix (5.0). Travel back to Boston (5.0). Review changes to 10.8 disclosure statement (.5). Discuss issues with Mr. Morrissey (3). 3.7 Return travel from Phoenix to Boston.	6
8/25/2004 Hamblett, Frank S.	6,506.50	0.8 Comment on changes to disclosure statement. Develop outline of objection points to confirmation (.8). Review statements of Debtor regarding intention to further revise plan treatment (.4). Review incoming pleadings (.5). Telephone conference with Mr. Austin regarding objection deadlines and correspondence communication regarding same to Fried Frank (.9). Extended telephone conference with Mr. Fisher and Mr. Healy updating them on developments in the case (.9). Arrange for issues of concern to them to be researched (.6). Extended telephone conference with Ms. Costello, Mr. Kaplan and Mr. Snellings (.9). Draft memo summarizing issues to be researched (.6). Analyze Debtor's argument regarding current claims holders (.8). Correspondence to Mr. Austin (.2). Review possible liability of trustee for litigation after plan 7.1 confirmation (.5). 2.2 Research regarding certain strategy/options.	6
8/27/2004 Darwin, Amanda	3,230.50	Review changes to the plan and settlement strategy and objections to confirmation (2.3). Further 3.5 research regarding confirmation objection (1.2).	6
8/27/2004 Hamblett, Frank S.	968		6
8/27/2004 Morrissey, Francis	1,347.50		6

8/27/2004 Snellings, John V.	346.5	0.7 Austin conversation (.2).	6
8/30/2004 Hamblett, Frank S.	968	2.2 Review revised plan and disclosure statement and recalculate recovery to TOPrS and QUIPS.	6
8/30/2004 Morrissey, Francis	1,347.50	Review changes to plan and plan disclosures and draft proposed revisions to disclosure statement.	6
8/30/2004 Simpson, Vanya	1,080.00	3.5 (2.3). Further research regarding objection to confirmation (.1.2). Review issues regarding Trustee's role and right to make bankruptcy and contract claims on behalf of 2.4 holders.	6
8/30/2004 Snellings, John V.	2,623.50	Review latest draft of summary and disclosure statement (2.8). Confer with Magten's counsel on disclosure issues (.8). Telephone conference with Debtor's counsel on changes to disclosure 5.3 statement (.1.2). Review memo on settlement impact (.5).	6
8/31/2004 Hamblett, Frank S.	924	Analyze settlement options/strategy (.9). Research issue regarding indenture trustees/fiduciary 2.1 obligations/adversary proceeding (.1.2).	6
8/31/2004 Monroe, James S.	676	Analysis regarding trustee's standing to pursue securities claims and plan confirmation issues. Confer 1.3 with Ms. Simpson and Mr. Snelling regarding same.	6
8/31/2004 Morrissey, Francis	770.00	Further research regarding confirmation issues (1.3). Review apparent elimination of death trap 2 provisions (.7).	6
8/31/2004 Snellings, John V.	1,633.50	3.3 Divide up tasks and conference with Mr. Kaplan regarding same (2.0). Identify new issues (1.3). Review precedent/lack thereof for offering choice to class members (.4). Review revisions made to plan and mechanisms for implementing plan/issues for nominees (.8). Review basis for objection to 1.6 exit financing (.4).	6
9/1/2004 Darwin, Amanda	728	Teleconference with Ms. Steingart and Mr. Kaplan on plan modifications (.5). Teleconference with Mr. 3.3 Austin on same (.3). Begin review of disclosure statement filings (2.5).	6
9/1/2004 Snellings, John V.	1,633.50	Review order on disclosure statement (.1.8). Review Magten draft of objection to financing motion (.4).	6
9/2/2004 Snellings, John V.	1,732.50	3.5 Review revised plan/disclosure statement (.1.3). Review J. P. Morgan objection to exit financing (.4). Finalize and file objection to exit financing (2.1). Review hearing notice (.4). Review Magten objection to exit financing (.6). Review U.S. Trustee 3.9 objection (.4).	6
9/3/2004 Snellings, John V.	1,930.50	Review results for research regarding indenture trustee's entitlement to claim (.5). Review exchange of 0.8 correspondence with client regarding plan objection (.3).	6
9/7/2004 Darwin, Amanda	364	Outline issues regarding Law Debenture's objection to exit financing (.2). Outline issues regarding 0.4 objection to confirmation (.2).	6
9/7/2004 Morrissey, Francis	154	0.3 Teleconference with Mr. Austin on exit financing objection (.3).	6
9/7/2004 Snellings, John V.	148.4		6

9/8/2004 Darwin, Amanda	1,501.50	3.3 Mr. Austin regarding voting options (4). Teleconference with Mr. Austin regarding confirmation details (4). Continue review of plan and summary to outline objection (2.1). Review remarks on certificate of order (2). Teleconference with Mr.	6
9/8/2004 Snellings, John V.	1,534.50	3.1 Kaplan regarding certificate (4).	6
9/9/2004 Darwin, Amanda	3,230.50	Review outline of confirmation objection points (9). Review status of research on various issues (6). Review results of indenture trustee liability issues (7). Analysis regarding case law/precedent/applicability (6). Telephone conference with Mr. Healy and research his inquiry regarding balloting deadlines, and follow-up correspondence regarding same (1.0). Review incoming pleadings (3). Review substance of notice to be forwarded to holders (5). Prepare for conference call (8). Conference call with Fried Frank regarding division of tasks (1.2). Assign tasks (5).	6
9/9/2004 Dewees, Robert L. Jr.	987	Review next steps regarding negotiation of Law Debenture's position (7). Review pleadings filed by 2.1 Wilmington Trust on the PUHCA issue and supporting exhibits (1.4).	6
9/9/2004 Morrissey, Francis	1,463.00	3.8 Review Andrew Yearly transcript (1.1). Research regarding objection to confirmation (2.7). Conference call with Maglen counsel on opposition to confirmation and other strategy issues and 2.7 follow-up on various issues (1.5). Review plan and code on cramdown issues (1.2).	6
9/9/2004 Snellings, John V.	1,336.50	1.7 PACER research of motion and exhibits.	6
9/10/2004 Swiatlocha, Michael	187		6
9/10/2004 Bruce, Amy	49.5	0.3 Locate and obtain research materials on reorganization plans from Social Law for Mr. Morrissey. Review objection points/development (7). Review supporting case law (6). Review case sites regarding unfair, inequitable class treatment (6). Review cram down standards (5). Review incoming correspondence from Debtor (3). Review incoming pleadings (5). Review ballot and summary sent to holders (7). Review PUHCA objections (6). Review remedies available to QUIPS holders resulting from PUHCA violations (6). Review Fried Frank objection to motion to estimate claim (5). Review and 6.1 comment on notice to holders (5).	6
9/10/2004 Darwin, Amanda	2,775.50	Analyze Law Debenture's objection to claim (4). Review PUHCA arguments (3). Review Wilmington 2.2 Trust's pleadings on the PUHCA arguments (1.1). Review exhibits (4).	6
9/10/2004 Dewees, Robert L. Jr.	1,034.00	Work on objection to confirmation (3.0). Telephone conference with Ms. Stengart (3). Forward Goldin, 3.5 Seneca and Lazard expert reports to Ms. Costello (2).	6
9/10/2004 Morrissey, Francis	1,347.50		6

9/13/2004 Hamblett, Frank S.	1,584.00	3.6	Further review disclosure statement summary and revise notice to holders to incorporate additional comments (1.5). Review SEC filings regarding TOPrS and QUIPS/priority of debt (2.1).	6	
9/13/2004 Lee, Frank	1,030.00	2	Review Wilmington Trust pleadings regarding PUHCA arguments.	6	
9/13/2004 Monroe, James S.	260	0.5	Review memorandum regarding duties and liabilities of trustee.	6	
9/13/2004 Morrissey, Francis	1,732.50	4.5	Work on objection to confirmation/comments in light of results of trustee liability research.	6	
9/13/2004 Snellings, John V.	1,980.00	4	Review notice for hearing on 9/15 (4). Review and circulate letter from Mr. Austin (4). Various teleconferences with Mr. Austin (8). Teleconference with Mr. Kaplan on extension (3). Review memo on trustee's duties (8). Review second plan for objection (1.3).	6	
9/14/2004 Darwin, Amanda	2,002.00	4.4	Review incoming correspondence from Mr. Fisher (2). Consider issues relating to discoverability of beneficial holders (.8). Review revisions made to notice at client's request (3). Review and circulate press information regarding potential sale (.5). Review possible witness list/need to establish business reason for classification and review Mr. Austin's response regarding same (.7). Review SEC remedy of security holders (.6). Review incoming pleadings (3). Review agenda for upcoming hearing (4).	6	
9/14/2004 Dewees, Robert L. Jr.	423	0.9	Review Company's discovery request/appropriate response (.6).	6	
9/14/2004 Hamblett, Frank S.	1,848.00	4.2	Work on statement of facts and summary of objection to claims. Finalize notice to holders and e-mail message to Mr. Healy regarding same (4). Research issue regarding fraud claim/damages (2.1). Further review Debtor's SEC filings regarding TOPrS and QUIPS (1.7).	6	

9/14/2004 Morrissey, Francis	2,695.00	7 Further research regarding objection to second amended plan and work on objection. Prepare for hearing on 9/15/04; review agenda, Magtlen's opposition to estimation, our objection to exit financing, exit financing Motion (1.2). Telephone call with Magtlen counsel (.3). Begin review of confirmation hearing transcript (1.5). E-mail correspondence to and from client on Debtors Discovery	6
9/14/2004 Snellings, John V.	1,732.50	3.5 response (.5). Review arguments regarding unfair plan treatment and review results of research (.6). Follow-up regarding adjustments of warrants being distributed under the plan (.4). Review issues relating to true-up of warrants (.3). Review changes made to plan in light of our comments on same (.2). Consider balloting problems/confusion expressed by holders (.5). Review outcome of today's hearing (.6). Extended telephone conference with individual bondholder (.6). Review impact of Debtor's attempt to	6
9/15/2004 Darwin, Amanda	1,683.50	3.7 estimate Magtlen claim/continuation of hearing (.5). Review of Harbert's objection to plan confirmation and PUHCA claims (1.4). Review various provisions of PUHCA on exemptions and authority of SEC over holding company transaction (1.1). Draft summary of Law Debenture's PUHCA claims with respect to the March 2002 debt, "the going flat" transaction and the execution of the Third Supplemental Indenture (.9). Review NOR's SEC financial disclosure	6
9/15/2004 Dewees, Robert L. Jr.	1,833.00	3.9 statements (.5).	6
9/15/2004 Morrissey, Francis	3,272.50	8.5 Substantially revise and supplement Law Debenture's objection to confirmation.	6
9/15/2004 Snellings, John V.	3,316.50	6.7 Travel to and from Wilmington for hearing.	6
9/15/2004 Snellings, John V.	1,133.50	Attend omnibus hearing (1.4). Follow-up on hearing results (.3). Attend to brief objection to	6
9/16/2004 Darwin, Amanda	318.5	2.3 confirmation (.4). Review TOPS memo (.2). 0.7 Review outline of arguments regarding unfair treatment.	6
		Review various sections of the PUHCA that govern the sale of debt and acquisition of assets by holding companies and also provisions governing exemption from PUHCA (.9). Draft argument that PUHCA violation by NorthWestern voids the acquisition of Montana Power LLC, the going flat transaction and the Third Supplemental Indenture (3.9). Revise draft and send to Ms. Darwin and Mr.	6
9/16/2004 Dewees, Robert L. Jr.	2,726.00	5.8 Fee for comment (1.0)	6
9/16/2004 Morrissey, Francis	2,887.50	6.5 Further research regarding objection to confirmation and revise objection.	6
		Review memo outlining PUHCA violations (.4). Review documents impacted by violations (.5). Review issues relating to Bank of New York documents/opinions given (.6). Review LNC case regarding future purchasers/demonstration of damages (.3). Commence review of unfair discrimination issues (.5). Review first draft of confirmation objection (.7). Review issues relating to In Rem rights vs. rights as unsecured creditor (.4). Review Impact on holders of adversary proceeding extending beyond confirmation (.5). Review option of holders regarding same/duties of indenture trustee (.4). Review	6
9/17/2004 Darwin, Amanda	2,593.50	5.7 issues to be researched/securities laws (.4). Review cases related to unfair discrimination (1.0).	6

9/17/2004 Dewees, Robert L. Jr.	658	1.4 Review the sections of PUHCA to be included in the arguments. Review offering documents regarding QUIPS/TOPPS-priority (1.4). Analyze issues regarding plan 2.8 confirmation objections/strategy (1.4). 0.5 Review memo prepared in connection with PUHCA argument and review PUHCA.	6
9/17/2004 Hamblett, Frank S.	1,232.00	4 Additional research regarding objection to confirmation.	6
9/17/2004 Lee, Frank	257.5	Review objection to confirmation-first draft (2.8). Review Dewees memo of PUCHA violations (8).	6
9/17/2004 Morrissey, Francis	1,540.00	3.7 Continue reading transcript (2.1). 1.2 Review draft of objection.	6
9/17/2004 Snellings, John V.	1,831.50	Review incoming correspondence from Fried Frank (2.2). Follow-up on status of objection/issues being researched (3). Review Magten draft objection to plan (8). Review case law supporting same (5). Review applicability to trustee's objection (5). Review balloting procedures (9). Analyze mechanism for tracking balloting (7). Correspondence to Mr. Fisher and Mr. Healy (4). Review problems raised by lack of mechanisms and draft provisions in plan regarding same (1.4). Review incoming correspondence from Mr. Healy and follow up e-mail to Mr. Healy (4). Review issues being developed on plan objection and draft and revise provisions regarding same (2.8). Review revisions to Magten on plan objection and draft and revise provisions regarding same (2.8). Review revisions to Magten 10 draft (1.1).	6
9/20/2004 Darwin, Amanda	4,550.00	2.6 Supplemental research for and revisions to memo of law supporting objection to confirmation.	6
9/20/2004 Harrington, Lee	819	6 Continue drafting objection to confirmation.	6
9/20/2004 Morrissey, Francis	2,310.00	3.9 Review/review objection to confirmation (2.2). Review Magten draft (1.7).	6
9/20/2004 Snellings, John V.	1,930.50	Review incoming correspondence from Mr. Kaplan (9). Draft certain sections to plan objection (1.3). Exchange of e-mail correspondence with Mr. Kaplan (5). Review and revise objection (9). Analyze points to be made on oral argument on plan objection (9). Consider valuation argument and potential witnesses/discovery relating thereto (8). Conference call with Ms. Costello (3). Analyze arguments in response to motion to estimate claim (1.0). Review correspondence from local counsel (3). Forward 7.4 same to client and arrange for update (2). Review case law cited in objection (3). Review Second Amended Plan and Disclosure Statement regarding trustee fees (9). Review Debtor's Review Second Amended Plan and Disclosure Statement regarding trustee fees (9). Review Debtor's 1.8 Motion for estimate of Magten's claims (9). 4.2 Supplemental research for and revisions to objection to disclosure statement. 9 Substantially revise and supplement objection to confirmation. Review/review objection to confirmation (3.5). Follow-up on witness issues. Review Magten objection 4.7 (1.2).	6
9/21/2004 Snellings, John V.	2,326.50	Review/review objection to confirmation (3.5). Follow-up on witness issues. Review Magten objection 4.7 (1.2).	6

9/22/2004 Darwin, Amanda	2,275.00	5 Supplemental Objection of Maglen (.8).	6		
9/22/2004 Morrissey, Francis	1,732.50	4.5 Work on objection to estimate Law Debenture's claim.	6		
		Conference call with Maglen counsel to review case and confirmation strategy (1.2). Review			
9/22/2004 Snellings, John V.	2,079.00	Wilmington objection to HSBC claim (.8). Teleconference with client regarding HSBC (.4). Continue to	6		
9/22/2004 Whittle, Elizabeth W	1,215.00	4.2 read transcript for hearing (1.8).	6		
		3 On-line research to locate cases and review of same.	6		
		Commerce work on PUHCA objection (.7). Look back on our analysis vs. Wilmington analysis (.4).			
		Review appropriateness of arguments (.4). Review incoming correspondence from Mr. Healy (.3).			
		Review bondholder inquiry (.5). Correspondence to Mr. Healy (.4). Review possible witnesses (.8).			
		Draft correspondence to Mr. Healy (.4). Research questions regarding ballot (.8). Telephone			
		conference with individual discount holder/concerns regarding disclosure (.4). Telephone conference			
		with individual at parholder (.4). Several telephone conferences with Mr. Healy (.8). Memo to file			
		7.4 regarding holder calls (.5). Review outline of PUHCA objection (.6).			
		Work on objection to HSBC claims that raises the PUHCA violation argument against the Debtor (.5).			
9/23/2004 Darwin, Amanda	3,367.00	Review Wilmington Trust and Harbert filings on this issue (.1). Draft Law Debenture's PUHCA.	6		
9/23/2004 Dewees, Robert L. Jr.	1,504.00	3.2 arguments (.8). Review PUHCA cases (.8).	6		
9/23/2004 Morrissey, Francis	1,925.00	5 Work on objection to estimation motion and objection to Class 7 claims.	6		
9/23/2004 Snellings, John V.	99	0.2 Review feedback from investor calls.	6		
9/23/2004 Whittle, Elizabeth W	364.5	0.9 Review comments regarding brief and revise same.	6		
		Review PUHCA pleadings (.4). Analyze arguments relating thereto (.4). Review securities laws/10(b)			
		(.5). Correspondence to Mr. Fisher (.3). Review procedures for claim estimation (.4). Review standards			
		regarding claims estimation (.4). Review draft of claims objection (.3). Review debtor's request for			
		discovery (.4). Conference call with Mr. Kaplan regarding response to Mr. Austin (.3). Review debtor's			
		witnesses/need to cross (.5). Review points to be raised regarding valuation (.4). Several telephone			
		conferences with holders responding to questions and confusion over ballot (.7). Analyze debtor's			
		arguments (.9). Review incoming correspondence from Mr. Fisher (.3). Review updated docket (.4).			
9/24/2004 Darwin, Amanda	3,276.00	7.2 Review incoming pleadings (.4). Review outgoing correspondence to Mr. Chipman (.2).	6		
		Further work on objection to HSBC claims (.5). Review drafts/objection to claims (.4). E-mails to/from			
		1.2 Ms. Whittle regarding objection (.3).	6		

9/24/2004 Morrissey, Francis	2,156.00	Work on objection to estimation motion (4.2). Review objection to Harbert claims (1.1). Conference call 5.6 with Ms. Darwin and Mr. Kaplan regarding witnesses for confirmation hearing (.3).	6
9/24/2004 Snellings, John V.	1,138.50	Review and sign letter to Mr. Austin on witness list (.3). Comment on response to estimation motion 2.3 (.8). Attend to HSBC objection and amending complaint (1.2).	6
9/25/2004 Dewees, Robert L. Jr.	564	Review memo from Mr. Lee on PUHCA and in particular the SEC's authority over security issuances 1.2 under Section 9(a) of the Act.	6
9/25/2004 Whittle, Elizabeth W	2,511.00	6.2 Revise, draft brief and review cases.	6
9/26/2004 Dewees, Robert L. Jr.	705	Review draft of our objection to claim from Ms. Whittle (1.1). Review SEC's authority over security 1.5 issues (.4).	6
9/26/2004 Whittle, Elizabeth W	1,660.50	4.1 Revise and edit brief.	6
		Review correspondence from Mr. Healy (.2). Research inquiry (.3). Correspondence to Mr. Healy (.2).	
		Review arguments formulated in response to claim estimation (.5). Review Debtor's 10(b)(5) arguments (.6). Analyze applicability (.5). Evaluate issues to be researched and assign tasks (.6).	
		Review procedures (.4). Review PUHCA arguments (.6). Review HSBC objection (.5). Review and 5.4 formulate response to claims estimation motion (.10).	
9/27/2004 Darwin, Amanda	2,457.00	Telephone conferences with Ms. Whittle regarding drafts of objection to claim (.5). Conference with Ms. Darwin and Mr. Snellings (.5). Conference with Mr. Hamblett regarding NOR's SEC filings (.3). Revise objection of Law Debenture and compare against Maguire's draft amended complaint (2.8). Review 4.8 Wilmington Trust Objection to claim (.7).	6
9/27/2004 Dewees, Robert L. Jr.	2,256.00	Outline Debtor's SEC filings/disclosure (.3). Analyze issues regarding First Amended 0.6 Complaint/PUHCA (.3).	6
9/27/2004 Hamblett, Frank S.	264	2.1 Research and draft insert on fraudulent transfer law for objection to claims estimation motion.	6
9/27/2004 Harrington, Lee	661.5	1.6 Pull cases for 10(b)(5) research and analyze case law regarding same.	6
9/27/2004 Haueisen, Danika	456	Attend to issues on estimation and review motion and cases cited (.8). Continue reading transcript from 2.1 confirmation hearing (1.3).	6
9/27/2004 Snellings, John V.	1,039.50	3.2 Draft and revise brief.	6
9/27/2004 Whittle, Elizabeth W	1,296.00	Review revised draft response to estimation motion (.6). Review revisions to HSBC claim (.5) Review communications to local counsel regarding same (.4). Review incoming comments from Fried, Frank on HSBC claim (.5). Correspondence from and to Mr. Healy regarding bondholder inquiries (.3).	6
		Correspondence from and to Mr. Fisher regarding bondholder inquiries, upcoming hearing and other 3.7 matters (.5). Review witnesses list and other matters (.5). Review revised filings (.4).	6
9/28/2004 Darwin, Amanda	1,683.50		6

9/28/2004 Dewees, Robert L. Jr.	2,068.00	Revise Law Debenture's objection to HSBC claims (3.3). E-mails from Mr. Kaplan and Mr. Snellings (2.). Further revision and edits to objection to emphasize fraudulent nature of NorthWestern's activities (4.4) in early 2002 (.-9).	6
9/28/2004 Harrington, Lee	2,142.00	Supplemental research of fraudulent transfer law and draft insert to objection to claim estimation 6.8 motion.	6
9/28/2004 Haueisen, Danika	627	Analyze motion to dismiss, objection thereto, motion to estimate and case law regarding fraud on the 2.2 market.	6
9/28/2004 Morrissey, Francis	3,465.00	Substantially revise and supplement Law Debenture's objection to the Debtor's Motion to Estimate Law 9 Debenture's Claim.	6
9/28/2004 Snellings, John V.	742.50	1.5 Attend to objection to estimation motion (.-8.) Review research on estimation cases (.-7.) Review PUHCA issues relating to applicability to subsequent holders (.-7.) Research applicability of 10(b)(7). Review prima facie nature of claims (.-6). Review basis for challenging indebtedness owed under debenture (.-7.) Draft inserts to estimation response (1.5). Review incoming inquiry from Fried Frank on PUHCA (.-4). Research and respond to inquiry (1.1). Conference call with Ms. Costello regarding status of certain filings (.-4). Review scope of relief from stay order (.-4). Draft, revise and finalize response to estimation claim (3.5). Review status of Oak Tree as creditor/sale of 10.5 claim/impact on PUHCA claims (.-5).	6
9/29/2004 Darwin, Amanda	4,777.50	Revisions to objection to HSBC claim and review case citations and footnote references (4.3). Conference regarding Magtan concerns (.-3). Review e-mails from Mr. Kaplan (.-3). Further revisions to 7 objection to prepare for filing (2.1).	6
9/29/2004 Dewees, Robert L. Jr.	3,290.00	Review Section 1101 of Indenture and correspondence with Ms. Siegel and Mr. Curchack regarding 0.6 missing documentation received from Bank of New York.	6
9/29/2004 Hamblett, Frank S.	264	1.8 Supplemental research and revisions to objection to claims estimation motion.	6
9/29/2004 Harrington, Lee	567	5.6 Analyze 10(b)-5 case law and review and revise objection to claims estimation motion.	6
9/29/2004 Haueisen, Danika	1,596.00	9 Substantially revise and supplement Law Debenture's objection to estimation motion.	6
9/29/2004 Morrissey, Francis	3,465.00	Review, revise and analyze objection to estimation motion (3.5). Attend to HSBC objection and PUHCA claims (1.3). Teleconference with local counsel on filings and strategy (.-5). Review amended 6.2 complaint (.-5). Respond to Fried Frank e-mails (.-4).	6
9/29/2004 Snellings, John V.	3,069.00		6

9/30/2004 Darwin, Amanda	2,821.00	6.2 regarding HSBC claim (4). Review HSBC claim (.5). Revisions to objection to HSBC Claims (2.8). Review exhibits and prepare for local counsel and filing and officer's certificate given with third supplement (6). Exchange of correspondence with Ms. Miller	6
9/30/2004 Dewees, Robert L. Jr.	2,256.00	4.8 (1.5). Further edits (2). Review comments from Ms. Whittle (.3). Numerous telephone calls and e-mail message with Mr. Curchack and Ms. Siegel regarding missing	6
9/30/2004 Hamblett, Frank S.	616	1.4 documentation.	6
9/30/2004 Snellings, John V.	2,079.00	Review HSBC objection (1.3). Attend to strategy for confirmation (1.6). Review case law in various 4.2 briefs (.8). Review BNY documents (.5).	6
9/30/2004 Whittle, Elizabeth W	1,093.50	2.7 Review and edit brief to be filed in bankruptcy and pull additional case and review.	6
Commerce compiling documents for review for evidentiary testimony (.8). Review balloting agents' service affidavit (.5). Review ADP holders' list (.5). Telephone conference with Ms. Costello regarding conference call on Monday (.3). Prepare for conference calls (.3). Finalize claims objection (.9). Review exhibits to be filed with objection (.8). Telephone conference with Ms. Miller regarding objection (.3). Review on-going work to be performed regarding PUHCA (.6). Several telephone conferences with Ms. Costello regarding amended complaint (.7). Review incoming correspondence from the Debtor (.2).			
10/1/2004 Darwin, Amanda	3,048.50	6.7 Review omnibus hearing dates (.3). Review background of newly assigned judge (.5).	6
10/1/2004 Dewees, Robert L. Jr.	1,363.00	Review exhibits and references in objection to claim (.9). Review NOR's SEC filings (.1.1). Finalize 2.9 objection for filing (.9).	6
Correspondence with Mr. Curchack regarding missing documentation (.2). Discussion with Mr. Dewees 0.4 regarding SEC filings (.2).			
10/1/2004 Hamblett, Frank S.	176	0.8 Review reply to Law Debenture's supplemental objection.	6
10/1/2004 Morrissey, Francis	308	3.6 Review of debtor's reply and review transcript of first hearing.	6
10/1/2004 Snellings, John V.	1,782.00	1.1 Preparing exhibits for objection to claims.	6
10/3/2004 Swiatocha, Michael	121	0.2 Advice regarding conference hearing and arguments.	6
10/3/2004 Berman, Mark	101		6

10/3/2004 Darwin, Amanda	1,865.50	4.1 materials for hearing (.2). Analyze possible objections by Debtor to PUHCA arguments (.4). Review Debtor's reply to Law Debenture's supplemental objection and further research regarding	6
10/3/2004 Morrissey, Francis	2,579.50	6.7 same.	
10/3/2004 Snellings, John V.	3,564.00	Continue to prepare for confirmation hearing with review of case law, briefs and reply filed by debtors (.5,6). E-mail correspondence with debtor's counsel regarding confirmation objection (.3). Conference 7.2 call with Magten counsel and follow-up (1.3). Prepare line of questioning for Mr. Fisher (1.0). Review problems with first round of voting and solicitation procedures (.8). Follow-up on requests for exhibits to HSBC claims objection (.5). Review documents introduced as exhibits by Debtor/use of exhibits for QUIPS presentation (.9). Review affidavit regarding solicitation procedures for Class 8(a) (.5). Review incoming correspondence from Ms. Costello (.3). Conference call with Fried Frank (.8). Review valuation bridge (.5). Review evidence regarding valuation introduced by equity (.8). Prepare outline of certain oral arguments (1.9). Review exhibits to plan confirmation (.5). Review input from Mr. Austin regarding solicitation procedures	6
10/4/2004 Darwin, Amanda	4,095.00	9 (.5).	
10/4/2004 Dewees, Robert L. Jr.	705	1.5 Prepare exhibits to objection to claim.	6
10/4/2004 Morrissey, Francis	192.5	0.5 Conference with Mr. Snellings in preparation for confirmation hearing.	6
10/4/2004 Snellings, John V.	3,910.50	Teleconference with debtor's counsel on voting, witnesses and objections to confirmation (.4). Follow-up calls with debtor's counsel (.4). Teleconference with Magten counsel regarding confirmation hearing (.8). Review pleadings filed in connection with confirmation hearing (1.8). Review valuation chart from Fried Frank (.5). Review preparation of questions for Mr. Fisher (.6). Continue review of replies and 7.9 case law (3.4).	6
10/5/2004 Darwin, Amanda	1,137.50	2.5 Travel time to Phoenix not otherwise accounted for.	6
		Review Debtor's Memorandum and Supplemental Memorandum in Support of Confirmation, oppositions to confirmation filed by third parties, and outline arguments for oral presentation (3.5). Review primary cases cited by Debtor (1.0). Review issues to be discussed with client (1.2). Telephone conference with Mr. Fisher (.3). Telephone conference with Ms. Steingart (.3). Meet with Mr. Fisher to discuss input from holders/review of arguments/Magten position (2.6). Meet with Ms. Steingart, Mr. Fisher and Mr. Snellings (1.3).	6
10/5/2004 Darwin, Amanda	4,641.00	10.2 Fisher and Mr. Snellings (1.3).	6
10/5/2004 Snellings, John V.	2,475.00	5 Review arguments for hearing and review AOV and related case law.	6
10/5/2004 Snellings, John V.	1,930.50	2.2 Meeting with client and Magten counsel to prepare for hearing.	6

10/5/2004 Snellings, John V.	1,633.50	3.3 Travel to Phoenix for confirmation hearing Attend confirmation hearing (8.1). Conference with Ms. Steingart, lawyer for McGreevy plaintiffs and others (.9). Follow-up discussions with Committee counsel and follow-up discussions with Ms. Steingart (1.0).	6
10/6/2004 Darwin, Amanda	4,550.00	0.2 Follow-up regarding developments at hearing.	6
10/6/2004 Dewees, Robert L. Jr.	94	4.6 Participate (telephonically) in confirmation hearing.	6
10/6/2004 Hamblett, Frank S.	2,024.00	7 Assist Mr. Snellings at confirmation hearing.	6
10/6/2004 Morrissey, Francis	2,695.00	11.5 Prepare for hearing (2.0). Attend confirmation hearing (9.5).	6
10/6/2004 Snellings, John V.	5,692.50	1.2 Research related to indentures and supplemental indentures.	6
10/7/2004 Boyle, Meghan	264	6.8 Travel time: travel from Phoenix, Arizona court hearing.	6
10/7/2004 Darwin, Amanda	3,094.00	 Outline settlement proposal (.6). Review subordination claim issues and judge's inquiry regarding same (.6). Review incoming correspondence from Mr. Healy and correspondence to Mr. Healy (.3). Review and revise memo regarding subordination issues (.4). Review correspondence to Mr. Kornberg (.2). Review incoming correspondence from Mr. Austin (.2). Review revised settlement offer, Magtens response and counteroffer (.7). Telephone conference with Mr. Austin and Mr. Snellings (.3). Review 3.7 TOPS and QUIPS indenture regarding subordination/language (.4). Review and analyze subordination provisions contained in TOPS Indenture and QUIPS Indenture and 8.6 draft and revise memo regarding same. 7 Travel from Phoenix after hearing.	6
10/7/2004 Hamblett, Frank S.	3,784.00	Attend to issues on 10/8 hearing (.4). Review e-mail correspondence and teleconference with debtor's counsel on reserve/terms (.8). Review and analyze statement of clarification (1.5). Review letter to A.	6
10/7/2004 Snellings, John V.	1,485.00	3 Kornberg. (.3).	6
	1	 Review incoming correspondence from Ms. Steingart (.2). Telephone conference with Ms. Steingart (.3). Review incoming notice from Debtor (.2). Correspondence from and to local counsel regarding upcoming hearing (.4). Review incoming correspondence from Mr. Fisher and correspondence to Mr. Fisher (.9). Telephonic hearing (2.2). Extended telephone conference with Mr. Fisher regarding judge's 5.4 ruling and next steps (.8). Review ruling and possible points for appeal (.4).	6
10/8/2004 Darwin, Amanda	2,457.00	 Further analyze TOPS Indenture and QUIPS Indenture and revise Statement of Position regarding 4.1 subordination provisions (2.5). Review court findings in confirmation hearing/ruling (1.6). 2 Participate telephonically at confirmation hearing and review possible issues for appeal. 0.5 Obtain update on court findings. Exchange e-mail from debtor's counsel.	6
10/8/2004 Hamblett, Frank S.	1,804.00		6
10/8/2004 Morrissey, Francis	770		6
10/8/2004 Snellings, John V.	247.5		6

10/11/2004 Snellings, John V.	1,336.50	2.7 E-mail correspondence with debtor's counsel on class 9 reserve. Begin review of draft (.5). Confirmation order (2.2). Review incoming press release (.3). Review incoming proposal from Mr. Austin and telephone conference with Mr. Austin (.9). Review inquiry from local counsel (.6). Review incoming correspondence from client and correspondence to client (.4). Review documentation from Bank of New York regarding fees and expenses (.8). Review revisions and comments to confirmation order (.1.0). Review incoming inquiry from holder and client and follow-up with client regarding same (.8). Follow-up regarding Bank of New York counsel fees (.3). Follow-up with conversations with Fried, 6
10/12/2004 Darwin, Amanda	2,548.00	5.6 Review comments to confirmation order (.2). 6
10/12/2004 Dewees, Robert L. Jr.	141	0.3 Review reports on confirmation of Debtor's plan (.2). E-mails with Ms. Darwin (.1). Review and extensively mark up Confirmation Order and lengthy telephone conferences and e-mail correspondence with Ms. Costello, Mr. Kaplan and others regarding same (5.2). Telephone call with Ms. Moss regarding HSBC Claim (.2). Correspondence with Mr. Curchack and Ms. Siegel regarding 6
10/12/2004 Hamblett, Frank S.	2,552.00	5.8 BNY claim (.4). Review confirmation order and revisions (1.8). Telephone call with Magten counsel on comments to confirmation order and strategy going forward (.6). Conference regarding reserve amount and procedure (.5). Telephone call with Mr. Austin, debtor's counsel, on confirmation issues, reserve, litigation (.6). Telephone conference with Mr. Kaplan to review order comments (.7). Conference on 5 Friday hearing regarding confirmation (.3). 6
10/12/2004 Snellings, John V.	2,475.00	Review incoming correspondence from Bank of New York counsel (.3). Review including correspondence regarding revised order and review comments from Paul, Hastings regarding same (.8). Review inquiry from holder (.9). Review correspondence from Ms. Siegel (.3). Several telephone conferences with holders and correspondence to and from Mr. Healy regarding same (1.0). Review incoming correspondence and revised order from Paul, Hastings (.6). Correspondence to and from local counsel (.5). Review additional changes to confirmation order from the Debtor (.4). Review press 6
10/13/2004 Darwin, Amanda	2,320.50	5.1 Review judge's ruling on objection to claim and strategy going forward (.4). Conference with Mr. Dewees, Robert L. Jr. (.2). 6
10/13/2004 Hamblett, Frank S.	282	0.6 Review revised confirmation order (.8). Review indenture and analyze issue regarding indenture 6
10/13/2004 Snellings, John V.	660	1.5 trustee/release (.4). Telephone call with Mr. Curchack regarding plan/adversary proceeding (.3). 6
	594	1.2 Review blacklined version of confirmation order. 6

10/14/2004 Darwin, Amanda	1,501.50	3.3 Austin (3). Review Magten's objection to certification of counsel (4). Review debtor's response to Magten Conference call with Ms. Steingart, Mr. Kaplan, and Ms. Costello (7). Follow-up correspondence to Mr. Costello (3).	6
10/14/2004 Snellings, John V.	396	0.8 objection (4). Telephone conference with Ms. Moss (3). Review revisions to confirmation order suggested by Magten and review Magten comments to same (6). Review incoming correspondence from Debtor's counsel (3). Telephone conference with Debtor's counsel (3). Telephone conference with holder (3). Review inquiry regarding change of vote (4) Review incoming correspondence from Ms. Costello (3). Review proposed stipulation (4). Telephone conference with Debtor's counsel (3). Follow-up call to 3.5 Debtor's counsel (3). Review draft stipulation on claims reserve from Magten (6). Forward stipulation to debtor's counsel	6
10/15/2004 Snellings, John V.	1,592.50	1.3 (2). Attend to other post-confirmation issues (5). 1.3 Prepare notice to holders. Review proposed notice to holders and comments to same, correspondence to Mr. Healy regarding the same (.8). Review additional revisions from client (3). Review comments from Ms. Denniston 1.5 regarding resolicitation procedures (4). Review confirmation order and indenture and revise and complete notice to holders regarding same (2.3). Correspondence with Mr. Healy regarding same (2). E-mail correspondence with Mr. Curchack 2.7 regarding plan/effective date (2). Teleconference with Ms. Denniston on stipulation (2). Correspond with Magten counsel regarding 0.4 stipulation. (2). Comments to proposed resolicitation procedures (4). Review incoming correspondence from Debtor regarding upcoming call and correspondence to Mr. Healy regarding same (6). Review revisions to 1.4 notice to holders (4). Revise notice to holders to incorporate comments; correspondence with Mr. Healy regarding same	6
10/18/2004 Hamblett, Frank S.	643.5	1.3 (1). Telephone call with Ms. Denniston regarding QUIPS/Options/Stipulation (2). 0.3 Set up call with debtor's counsel (1). Review stipulation issues (2). 0.2 Review incoming correspondence from Debtor. Review Debtor's non-material modifications to plan of reorganization (4). Telephone conferences with Ms. Denniston, Mr. Kaplan and Ms. Costello regarding right to change options/plan (.8); revise notice	6
10/19/2004 Snellings, John V.	572	1.9 to holders (.7).	6
10/19/2004 Darwin, Amanda	148.5		6
10/20/2004 Hamblett, Frank S.	91		6
	836		6

10/20/2004 Snellings, John V.	594	Review QUIPS stipulation (.5). Attend conference call with debtor's counsel on stipulation and motion 1.2 to permit change of options. (.7).	6
10/21/2004 Darwin, Amanda	2,320.50	Update regarding potential agreement regarding resolicitation of holders (.8). Review revised stipulation order and correspondence to client regarding same (.7). Review schedule of bondholder votes (.5). Telephone conference with Mr. Healy regarding resolicitation and response to holder calls (.9). Update on recent discussions with Magten and the Debtor (.2). Numerous telephone conferences with holders inquiring as to status (.1.4). Review procedural aspects of appeal (.3). Outline possible 5.1 issues for appeal (.3).	6
10/21/2004 Hamblett, Frank S.	792	Correspondence with Mr. Curchack regarding BNY/Trustee fees (.3). Review Debtor's corrected ballot 1.8 motion and related form (.8). Review notice to holders (.7).	6
10/21/2004 Snellings, John V.	495	Review and revise stipulation from Magten (.4). Conference on appeal issues with review of e-mail to 1 client (.2). Review schedule from debtors (.4).	6
10/22/2004 Darwin, Amanda	2,275.00	Telephone conference with holder (.3). Review incoming comments from Fried Frank to stipulation (.3). Review procedural aspects of appeal (.4). Review docket (.4). Review issues relating to ballooning and certifications by participants (.4). Review concerns regarding resolicitation (.4). Follow-up with holder regarding inquiry (.3). Review incoming pleadings (.3). Review status of disputed claims (.4). Revise stipulation to add Law Debenture's comments and forward comments to Debtor (1.0). Review docket 5 for request for stay (.4). Review motion for staying pending appeal (.4).	6
10/22/2004 Morrissey, Francis	385	1 Review Magten's motion for stay pending appeal.	6
10/22/2004 Snellings, John V.	495	1 Review e-mail correspondence to debtor's counsel (.2). Review plan supplement (.8).	6
		Review incoming comments to stipulation and comments to same (.5). Analyze plan regarding voting options and options not tied to acceptance or rejection of plan (.5). Analyze reserve issues (.5). Telephone conference with holder (.3). Review incoming correspondence from Mr. Austin (.2). Review motion for stay pending appeal in preparation for hearing (.5). Review notice of emergency motion and Debtor's response to same (.7). Telephonic hearing (1.3). Review incoming correspondence from Mr. Healy and correspondence to Mr. Healy (.8). Review additional filings by Committee (.5). Review next 6.7 action regarding notice for staying pending appeal (.6). Telephone conference with Mr. Kaplan (.3). Review Magten's motion of stay pending appeal. Committee's objections (2.2). Attend telephonic 4.2 hearing on motion for stay (.5). Communicate with client on outcome (.5).	6
10/26/2004 Darwin, Amanda	682.5	Prepare for conference call with Ms. Denniston (.3). Conference call with Ms. Denniston and Mr. 1.5 Snellings (.6). Review incoming correspondence from Mr. Healy (.3). Follow-up regarding inquiry (.3).	6

10/26/2004	Snellings, John V.	742.5	Review revised stipulation on reserve (.4). E-mail memo to debtor's counsel on reserve (.4). Review response (.2). Review notice (.5).	6
			Review incoming correspondence and revised stipulation from Paul, Hastings (.3). Review issues related to Delaware procedure on certain matters on appeal and Judge Case's decisions (.7). Review incoming pleadings and review docket (.4). Review incoming objection to disputed claims reserve (.4). Review incoming correspondence from Ms. Denniston regarding Magten estimation motion and issues to be heard (.6). Correspondence to Mr. Kaplan regarding objection (.3). Extended conference call with Mr. Healy and Mr. Fisher regarding possible resolution of reserve matter with Debtor (.7). Outline research to be performed regarding Trustee liability for predecessor acts or omissions and arrange for same (.9). Review incoming agenda for hearing next Wednesday (.4). Extensive correspondence to and from Mr. Kaplan regarding attempted resolution of disputed claims reserve figure (.7). Review	
10/27/2004	Darwin, Amanda	2,775.50	6.1 correspondence from Prior Cashman (.3). Review docket regarding new filings (.4).	6
10/27/2004	Simpson, Varya	810	1.8 Research liability of successor trustee to third parties.	6
10/27/2004	Snellings, John V.	1,039.50	2.1 District Court (.2). Review documents from BNY (.7).	6
			Review incoming pleadings (.5). Review notice of reserve (.6). Review incoming correspondence from Mr. Kaplan and correspondence to Mr. Healy and Mr. Fisher regarding the same (.7). Review stipulation (.7). Review incoming inquiry from Ms. Miller and research regarding the same (1.1). Review Debtor's objection to Law Debenture's objection to HSBC claim (1.0). Review HSBC joinder (.7). Correspondence to Mr. Kaplan (.3). Review incoming correspondence from Ms. Steingart (.3). Correspondence to Ms. Steingart (.3). Review incoming correspondence from Ms. Chayavadhanangkij (.4). Review proposed revisions to stipulation (.9). Review incoming	
10/28/2004	Darwin, Amanda	3,685.50	8.1 correspondence from Mr. Fisher (.3). Review incoming correspondence from Paul, Hastings (.3).	6
10/28/2004	Simpson, Varya	990	2.2 Research liability of successor trustee.	6
10/28/2004	Snellings, John V.	396	0.8 Review various e-mails from Magten counsel and client on direction of case.	6
10/28/2004	Spath, Linda	90	0.4 Research selected portions of Bogert on Trusts and Trustees at the request of Ms. Simpson.	6

Review incoming correspondence from Ms. Denniston (.2). Correspondence from and to Ms. Chayavadhananykur (.4). Correspondence to and from Mr. Fisher (.4). Review correspondence to address Mr. Fisher's concerns (.2). Review schedule for appeal of stay motion (.3). Prepare for conference call (.6). Conference call with Mr. Fisher, Mr. Healy and Mr. Snellings (.6). Forward to Debtor's counsel additional comments to stipulation (.3). Review back-up for stipulation (.5). Review Maglen objection to reserve (.5). Review follow-up comments to stipulation from Debtor (.5). Review plan regarding issuance of New Common Stock, distribution to QUIPS holders who elect Option 1 (.5). Correspondence from and to Ms. Denniston and Mr. Snellings (.4). Conference call with Ms. Denniston and Mr. Snellings (.4). Confirmatory correspondence to Ms. Denniston (.3). Correspondence to Mr. Fisher (.3). Telephone conference with Mr. Fisher (.3). Outgoing correspondence to local counsel (.3). Review 7.6 incoming correspondence from Ms. Denniston (.3). Review final version of stipulation (.3). Several telephone calls and e-mail correspondence with Mr. Curchack regarding Plan/distribution (.8). 1.7 Review Law Debenture's invoices for confidentiality (.9). 0.5 Research liability of successor trustee. Review stipulation on reserve (.9). Review e-mails on appeal (.4). Teleconference with Ms. Denniston on option alternative selection (.5). Conference with client on various issues and strategies (.7). Review 2.9 Maglen's objection to notice of disputed claim (.4). 2 Further review and research of liability of successor trustee.

10/29/2004	Darwin, Amanda	3,458.00	7.6	6
10/29/2004	Hamblett, Frank S.	748	1.7	6
10/29/2004	Simpson, Vanya	225	0.5	6
10/29/2004	Snellings, John V.	1,435.50	Review	6
10/31/2004	Simpson, Vanya	900	2.9	6
		452688.9	2 Further review and research of liability of successor trustee.	6

EXHIBIT D

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
NORTHWESTERN CORPORATION,) Chapter 11
Debtor.) Case No. 03-12872 JLP

NOTICE OF DEPOSITION OF
NORTHWESTERN CORPORATION

PLEASE TAKE NOTICE that pursuant to Federal Rule of Bankruptcy Procedure 9014, incorporating FED. R. CIV. PRO. 30(b)(6), Law Debenture Trust Company of New York ("Law Debenture") will take the deposition upon oral examination of the Designee or Designees of Northwestern Corporation ("Northwestern") on January 18, 2005 at 9:00 a.m. EST, at the offices of Smith, Katzenstein & Furlow, LLP, 800 Delaware Avenue, 7th Floor, Wilmington, DE 19899, before a notary public or before some other officer authorized by law to administer oaths. The deposition shall be recorded by stenographic means and/or by videotape. The oral examination will continue from day to day until completed. You are invited to attend and cross-examine.

PLEASE TAKE FURTHER NOTICE that pursuant to FED. R. Civ. PRO. 30(b)(6), Law Debenture hereby requests that Northwestern produce for deposition a designated representative or representatives with authority to testify on behalf of Law Debenture with full and complete knowledge of the items identified in Schedule A hereto.

PLEASE TAKE FURTHER NOTICE THAT the representative or representatives with authority to testify on behalf of Law Debenture must be prepared for the deposition, so that the representative or representatives can testify with full and complete knowledge of the above

subject matters. Failure on the part of Northwestern to comply with this requirement of FED. R. CIV. PRO. 30(b)(6) will subject Northwestern to sanctions, including without limitation, a monetary award of costs of the deposition, including Law Debenture's reasonable attorneys fees.

SMITH, KATZENSTEIN & FURLOW, LLP

Furlow

Kathleen M. Miller (DE No. 2898)
800 Delaware Avenue, 7th Floor
P.O. Box 410
Wilmington, DE 19899
Telephone: (302) 652-8400
Facsimile: (302) 652-8405

- and -

NIXON PEABODY LLP
John V. Snellings (BBO No. 548791)
Francis C. Morrissey (BBO No. 567589)
Lee Harrington (BBO No. 548791)
100 Summer Street
Boston, MA 02110
Telephone: (617) 345-1201
Facsimile: (866) 947-1732

Counsel for Law Debenture Trust Company of
New York

Dated: Wilmington, Delaware
December 30, 2004

SCHEDEULE A

Law Debenture expressly incorporates the definitions set forth in the Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code.

1. All legal, advisory, consulting and other professional fees and expenses ("Professional Fees and Expenses") paid to Harbert and Wilmington Trust by the Debtor and/or the Debtor's estate.
2. All communications between and among the Debtor, Harbert and Wilmington Trust concerning the Professional Fees and Expenses Harbert and Wilmington incurred in the above-captioned Chapter 11 case and the payment of such Professional Fees and Expenses.
3. All documents furnished to the Debtor by Harbert and Wilmington which evidence or relate to the Professional Fees and Expenses they incurred in connection with the above-captioned Chapter 11 case.
4. The reasonableness of the Professional Fees and Expenses incurred by Harbert and Wilmington in connection with this Chapter 11 case.
5. The substantial contribution Harbert and Wilmington made to this estate during the Debtor's Chapter 11 case.
6. All Professional Fees and Expenses paid to HSBC Bank USA ("HSBC").
7. All communications between the Debtor and HBSC concerning the Professional Fees and Expenses HSBC incurred in the above-captioned Chapter 11 case and the payment of such Professional Fees and Expenses.
8. All documents furnished to the Debtor by HBSC which evidence or relate to the Professional Fees and Expenses HSBC incurred in connection with the above-captioned Chapter 11 case.

9. The reasonableness of the Professional Fees and Expenses incurred by HBSC in connection with this Chapter 11 case.

10. The substantial contribution HSBC made to this estate during the Debtor's Chapter 11 case.

11. The Professional Fees and Expenses incurred by Law Debenture in connection with the above-captioned Chapter 11 case.

12. All communications between the Debtor and the fee auditor appointed in this case concerning the Professional Fees and Expenses incurred by Indenture Trustees in this case.

13. The treatment of Class 7, Class 8(a) and Class 8(b) Claims under the Plan.